

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

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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	:	Non-Executive Director (DIN: 03130730)
Mrs. Ketki Mehta	:	Woman Director (DIN:07140255) upto 9 <sup>th</sup> January, 2017

### **STATUTORY AUDITORS:**

M/S. S. C. Kabra & Co., Company, Chartered Accountants  
(Firm Registration No. 000337-C),  
111, Tirupati Udhyog Bhavan, I. B. Patel Road, Opp: H. P. Petrol Pump,  
Goregaon (east), Mumbai 400063

### **REGISTERED OFFICE:**

REGD. OFFICE :58, Shri Krishna Niwas, 496, Kalbadevi Road, Mumbai – 400 002.  
Tel.: 91-22-28749244

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

CIN: L65990MH1991PLC062238

### **ADMINISTRATIVE OFFICE :**

Shop No. 6- 19/168, Siddharth Nagar Road No -2, Goregaon (west), Mumbai - 400062

### **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)

CIN:L65990MH1991PLC062238

### **BANKERS:**

Indian Bank, Central Bank of India,

### **SHARES LISTED AT:**

The BSE Limited

# TRIJAL INDUSTRIES LIMITED

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### NOTICE

NOTICE IS HEREBY GIVEN THAT THE 26<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF TRIJAL INDUSTRIES LIMITED WILL BE HELD ON THURSDAY, THE SEPTEMBER 28TH, 2017 AT 12.45 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 31<sup>st</sup> March, 2017 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) of the company, who retires by rotation & being eligible offers herself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution.

Ratification of appointment of Statutory Auditor:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, pursuant to the resolution passed by members at the Annual General Meeting held on September 29, 2014, the appointment M/s. S.C Kabra & Co, Chartered Accountants, Mumbai (Firm Registration No. 000337-C), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company to be held in the year 2021 be and are hereby ratified for the Financial Year 2017 ~ 2018 to audit the accounts of the Company, including the audit of Cash Flow Statements, on a Remuneration plus Service Tax and out of pocket expenses to be mutually decided by the Board in consultation with the Statutory Auditors of the Company.”

4. To consider and if thought fit to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to provisions of section 20 and other applicable provisions of the Companies Act, 2013 and respective rules made there under, the members of the company hereby approve that on receipt of request from a member requesting a delivery of any document through a particular mode, a fee of Rs. 50/- per document be levied or charged from a member of the company, over and above the re-imbursment of actual expenses incurred by the company for sending of the document to him in the desired manner.

“RESOLVED FURTHER THAT the estimated fees for delivery of the documents shall be paid by the members in advance to the Company, before dispatch of such document(s).

“RESOLVED FURTHER THAT the key managerial personnel of the company, be and hereby severally authorised to do all such acts, deeds, things and matters as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty or doubt that may arise in respect of that matter, including determination of estimated fees for delivery of document to be paid in advance by member(s) of the company.

By Order of the Board  
For Trijal Industries Limited

Sd/-  
**Kamlesh Mehta**  
(Chairman)  
(DIN 01675694)  
Date: 14<sup>th</sup> August, 2017.  
Place: Mumbai.

#### **REGISTERED AND ADMINISTRATIVE OFFICE:**

1. REGD. OFFICE: 58, Shri Krishna Niwas, 496, Kalbadevi Road, Mumbai – 400 002.
2. ADMIN OFFICE: Shop No. 6- 19/168, Siddharth Nagar Road No -2, Goregaon (west)  
Tel.: 91-22-28749244  
E-Mail: [trijalindustries@rediff.com](mailto:trijalindustries@rediff.com)  
Website: [www.trijalindustries.com](http://www.trijalindustries.com)  
CIN: L65990MH1991PLC062238

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### 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. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. The Register of Members and Share Transfer Register shall remain closed from Thursday, the 21<sup>st</sup> September, 2017 to Thursday, the 28<sup>th</sup> September, 2017 (both days inclusive).
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. 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.
7. Brief profile of Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold 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.
8. The Ministry of Corporate Affairs, New Delhi (MCA) has taken a "Green Initiative" by permitting paperless compliance by companies vide its Circular No. 17/2011 dated 21.04.2011 and Circular No.18/2011 dated 29.04.2011 after considering certain provisions of the Information Technology Act, 2000 and has clarified that the service of documents by a company can be made through electronic mode instead of sending physical copy of document(s). In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your E-Mail ID with RTA.
9. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2016 - 2017 are being sent by e-mail to those Members who have registered their e-mail address with the Company's Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL.
10. Members holding shares in electronic form may note that as per the regulations of NSDL and CDSL, the Company is obliged to print the details on the dividend warrants as furnished by these Depositories i.e. bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the members only to their DPs.
11. Members are advised to register/update their address, e-mail addresses to their DPs in case of shares held in electronic forms and to the Company's RTA in case of shares held in physical form for receiving all communications, including Annual Report, Notices, Circulars, etc. from the Company.
12. Members desiring any relevant information on accounts at the 26<sup>th</sup> Annual General Meeting are requested to write to the Company well in advance to ensure that such requests reach the Company's registered office at least 7 days before the date of the 26<sup>th</sup> Annual General Meeting, so as to enable the Company to keep the information ready, The queries may be addressed to company's registered office (email: [trijalindustries@rediffmail.com](mailto:trijalindustries@rediffmail.com)) Member are requested to bring their copies of Annual Reports to the Meeting
13. Entry to the venue will be strictly regulated by the attendance slip which is annexed to the proxy form. Members are requested to produce the attendance slip duly signed along with photo identity proof i.e. Pan Card / Driving licence / Passport Copy, if any, at the entrance of venue.
14. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules,



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- i. The voting period begins on Monday, the September 25, 2017 (9.00 a.m. IST) and ends on Wednesday, the September 27, 2017 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, September 21, 2017 of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on Shareholders.
- 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.
- vii. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company 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 EVSN No: **170902013** for the relevant **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.
- 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. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non – Individual Shareholders and Custodians.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

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- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. 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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**A. In case of members receiving the physical copy of the Notice of The AGM ( for Members whose e-mail address are not registered with the Company/Depositories):**

- i. Please follow all steps from sl. no. (i) To sr. no. (xvii) Above to cast vote.
- ii. Initial password is provided in the enclosed ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD.

**B. Other instructions:**

- a. 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) **Thursday, September 21, 2017**.
  - b. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the company and make, not later than three days for conclusion of the meeting, a consolidated Scrutinizers report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
  - d. The Results declared along with the Scrutinizers Report shall be placed on the Company’s website [www.trijalindustries.com](http://www.trijalindustries.com) and on the website of CDSL immediately after the result is declared. The Company shall simultaneously forward the results to Bombay Stock Exchange (“BSE”), where the shares of the Company are listed.
31. The shareholders can also access the Annual Report 2016 - 2017 of the Company circulated to the Members of the Company and other information about the Company on Company’s website, i.e., [www.trijalindustries.com](http://www.trijalindustries.com) or on Stock Exchange websites, which are [www.bseindia.com](http://www.bseindia.com).
32. Members are requested to come and occupy their seats at least 15 minutes before commencement of 26<sup>th</sup> Annual General Meeting. Due to SECURITY REASONS, note that briefcase / bags / eatables / electronic gadgets such as a mobile, laptop, camera, etc., will NOT be allowed along with members / proxies in the 26<sup>th</sup> Annual General Meeting venue during meeting hours. In case any member/proxy brings electronic gadgets or other items mentioned above the same has to be deposited with security outside the 26<sup>th</sup> AGM venue at the owners’ risk.
33. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company requesting the Company to consolidate their holdings in one folio.
34. As per Section 118(10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting issued by Institute of Company Secretaries of India “**NO GIFTS, GIFT COUPONS OR CASH IN LIEU OF GIFTS SHALL BE DISTRIBUTED TO MEMBERS AT OR IN CONNECTION WITH THE 26<sup>th</sup> ANNUAL GENERAL MEETING**”.

**Explanatory Statement**

{Section 102 of the Companies Act, 2013.}

Item No 4

Section 20(2) of the Companies Act, 2013 mandates that a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member may request for delivery of any document to him through a particular mode, for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members of the company to avail this facility, it is necessary for the company to determine the fees to be charged for delivery of document in a particular mode as mentioned in the resolution.

Since, section 20 of the Companies Act 2013 requires the fees to be determined in the Annual General Meeting; your directors accordingly recommend the matter for approval of members of the company by passing an Ordinary Resolution.

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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.

DATE: 14<sup>th</sup> August, 2017  
PLACE: Mumbai.

REGD. OFFICE: 58 Shree Krishna Niwas,  
496, Kalbadevi Road, Mumbai – 400002  
CIN: L65990MH1991PLC062238

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

**KAMLESH MEHTA**  
**(Chairman)**  
DIN-01675694

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

### DIRECTOR'S REPORT

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

Your Directors have great pleasure in presenting **26<sup>th</sup> Annual Report** together with the Audited statement of Accounts for the year ended **31<sup>st</sup> March, 2017.**

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

SOURCES	31/3/2017	31/3/2016
	Rs.(In Lacs)	Rs.(In Lacs)
1)Gross Income	7.51	0.14
2)Gross Operating Profit/(Loss)	(0.90)	(6.83)
3)Depreciation & Amortization	(0.57)	0.67
4) Profit/(Loss) Before Tax	(1.47)	(7.49)
5) Provision for Taxation	0	0
6) Profit/(Loss) After Tax	(1.47)	(7.49)
7) Exceptional Items ( Bad Debts Written Off)	0	(374.49)
8) Extraordinary Items During the Year ( Loss Due to Obsolete Value of Assets – Softwares & Loss on Investments.	0	(102.58)
9) Profit / (Loss) after Exceptional & Extraordinary Items	(1.47)	(484.56)
7) Less: Pr. Yr. Income tax W/off	0	0
8) Add/(Less): Transfd. To/from Deferred Tax Liability	0.12	0.12
9) Net Profit/(Loss) Carried To Balance Sheet	(1.35)	(484.44)
10) Add: Balance Brought Down	(457.06)	27.38
11) Add: Prev. Yr/ other. Adjustments	26.90	0
TOTAL	(431.51)	(457.06)

#### **2. RESULTS OF OPERATIONS:**

During the Year under review, the company registered an Operating Loss of Rs.1.47 Lacs as against Loss of Rs. 7.49 Lacs in previous year. The Loss is due to no trading business could be done due to depression in the market and no demand for software's which has become obsolete due to new software's available in the market. The Company has written back Bad Debts as recoverable now to the extent of Rs.26.90 Lacs, due to the efforts and negotiations of the management with the debtors, against Bad Debts Written off of Rs.374.49 Lacs last year as not recoverable. The Board of Directors has taken above decision to bring the Assets of the Company to its' fair market value and present the affairs of the company at its real value.

#### **3. DIVIDEND:**

During the period, your Directors do not recommend any dividend for the year.

#### **4. TRANSFER TO RESERVES:**

During the financial year 2016-17, the Company has not transferred any amount to reserves.

#### **5. SUBSIDIARIES:**

Since the Company has no subsidiaries, provisions under section 129(3) of the companies Act, 2013 for consolidated financial statement is not applicable to the Company.

#### **6. EXTRACT OF ANNUAL RETURN:**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure "A"** and is attached to this Report.

#### **7. NUMBER OF BOARD MEETINGS:**



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Four (4) meetings of the Board were held during the year. For details of the meetings of the Board, please refer to the corporate governance report, which forms part of this report

### **8. AUDIT COMMITTEE:**

The Board has constituted the Audit Committee in terms of the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **9. DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 134 (3) (c) of Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i. in the preparation of the annual accounts, the applicable accounting standard had been followed along with proper explanation relating to material departures
- ii. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit or Loss of the Company for that period.
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the Annual accounts on a going concern basis.
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating

### **10. DECLARATION OF INDEPENDENT DIRECTORS:**

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules

### **11. INDEPENDENT DIRECTORS MEETING**

The meeting of the Independent Directors was held on 14<sup>th</sup> February, 2017 as per schedule IV of the Companies Act, 2013.

### **12. AUDITORS:**

**M/s. S.C. Kabra & Co, Chartered Accountants, Mumbai (Firm Registration No. 000337C)**, was appointed as Statutory Auditors at the Annual General Meeting held on 28<sup>th</sup> September, 2016 for the period of four (4) years. i.e for the Annual General Meeting to be held in year 2021 subject to ratification at each Annual General Meeting. The Company has received letter from them 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 appointment.

### **13. COMMENTS ON AUDITORS REPORT:**

Note on Financial statement referred to in the auditor's report is self explanatory and do not call for any further comments. The auditor's report does not contain any qualifications, reservation or adverse remark.

### **14. SECRETARIAL AUDITOR & REPORT**

The Board of Directors of the Company has appointed Practicing Company Secretary; to conduct the Secretarial Audit for the financial year 2016-2017. The Secretarial audit report for the financial year ended 31<sup>st</sup> March, 2017 is annexed to this Report in **Annexure "B"**.

Observations and comment in Secretarial audit and management explanation to the said comments are as under: 1. Company has given Advertisements in the past a number of times, but as the company is having a very small business no company secretary is willing to join, as they do not find the job attractive from future perspectives, However, one of the directors of the company is a qualified company secretary and is capable to carry all required duties of company secretary. The company is in the process of appointing a full time company secretary 2. The company is having very small business so the internal auditor was not appointed, however one of the directors of the company is a Chartered Accountant, who is doing necessary checks on accounts, however the company will appoint an internal auditor for the year 2017-18.

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### 15. PUBLIC DEPOSITS:

During the period under review, the Company has neither accepted nor invited any Public deposits and hence the provisions of Section 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 are not attracted and the information relating thereto is nil.

### 16. PARTICULARS OF EMPLOYEES:

None of the employees of the Company were in receipt of remuneration in excess of limits pursuant to Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial personnel) Rules 2014.

### 17. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO AS PER SECTION 217(1) COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.

#### (A) Conservation of energy:-

- i. The steps taken or impact on conservation of energy : N.A.
- ii. The steps taken by the Company for utilizing alternate sources of energy: N.A.
- iii. The capital investment on energy conservation equipments: N.A.

#### (B) Technology absorption:

- i. The efforts made towards technology absorption: N.A
- ii. The benefits derived like product improvement, cost reduction product development or import substitution: N.A
- iii. In case of imported technology(imported during the last three years reckoned from the beginning of the financial year)-
  - a) The details of technology imported : N.A
  - b) The year of import :N.A
  - c) Whether the technology been fully absorbed. N.A.
- iv. If not fully absorbed, areas where absorption has not taken place and the reasons thereof; and: N.A.
- v. The expenditure incurred on Research and Development. N.A.

### 18. CORPORATE GOVERNANCE:

The company falls under the criteria 15(2) (a) of the Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 as the Paid up capital of the company was below Rs. 10 Crores and net worth was below Rs. 25 Crores as on the last day of the previous financial year.

As on 31st March, 2016, the Company's Paid up Capital is of Rs. 5,01,61,000/- (Rupees Five Crore One Lakh Sixty Thousand only) and Net worth is of Rs. 70,10,194/- (Rupees Seventy Lacs Ten Thousand One Hundred Ninety Four only).

Hence compliance with Corporate Governance provisions as per Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 are not applicable to company.

### 19. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year Mr. Kamlesh Mehta, (DIN: 01675694) Director of the Company is retiring by rotation & being eligible offers has offered himself for re-appointment.

Mrs Ketki Mehta (DIN: 07140255) was resigned from the Board w.e.f.9<sup>th</sup> January, 2017 due to her other preoccupations.

### 20. RISK MANAGEMENT POLICY:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

### 21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There were no transactions entered into with related parties as defined under Companies Act, 2013 during the year were in the ordinary course of business and on an arm's length basis, and did not attract provisions of Section 188 of Companies Act, 2013

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

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relating to approval of shareholders. There have been no material related party transactions undertaken by the Company under Section 188 of the Companies Act, 2013 and hence, no details have been enclosed pursuant to clause (h) of subsection (3) of Section 134 of Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules 2014 - 'AOC-2'.

### **22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The particulars of loans, guarantees and investments have been disclosed in the financial Statement.

### **23. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company to which the financial statements relate and the date of the report.

### **24. POLICY ON DIRECTORS APPOINTMENT, REMUNERATION & BOARDS PERFORMANCE:**

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

### **25. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

The Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is **Annexure "C"** to this report.

### **26. ACKNOWLEDGEMENTS:**

Your Directors would like to express their appreciation for assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company.

For And On Behalf Of the Board  
Trijal Industries Limited

Kamlesh Mehta  
(Chairman)  
(DIN 01675694)  
PLACE: Mumbai  
DATE: 14<sup>th</sup> August, 2017

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

**Annexure "A"**

**FORM NO. MGT - 9**  
**EXTRACT OF ANNUAL RETURN.**  
**as on the financial year ended 31.03.2017**  
**[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the**  
**Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS:**

I	CIN	L65990MH1991PLC062238
ii	Registration Date	26/06/1991
iii	Name of the Company	Trijal Industries Limited
iv	Category/Sub-Category of the Company	Public Company/Limited by shares
v	Whether listed Company (Yes/No)	Yes
vi	Address of the Registered Office and contact details	58 Shree Krishna Niwas G 496 Kalbadevi Road Mumbai 400002. Email id: trijalindustries@rediffmail.com Website: trijalindustries.com
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Pvt. Ltd. 9, Shiv Shakti Industrial Estate, Sitaram Mills Compound, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (East), Mumbai – 400 013.

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of Main Product/Services	NIC Code of the Product	% to total turnover of the Company
1	Trading in goods	66	NIL
2	Consultancy in Financial Matters	46	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary of the Company	% of shares held	Applicable Section
N.A	N.A	N.A	N.A	N.A	N.A

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

(i) Category-wise Share Holding

A. Category-wise Shareholding									
Category of Shareholders	No. of Shares held at the beginning of the year 31/3/2016				No. of Shares held at the end of the year 31/3/2017				% of Change during the year
	Demat	Physical	Total	% of Total TOTSHR	Demat	Physical	Total	% of Total TOTSHR	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
(a) Individuals/ HUF	0	0	0	0.00	0	0	0	0.00	0.00
(b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
(c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
(e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(f) Any Other....									
* DIRECTORS	633605	0	633605	12.63	633605	0	633605	12.63	0.00

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

									0.00
* DIRECTORS RELATIVES	413800	0	413800	8.25	413800	0	413800	8.25	
* PERSON ACTING IN CONCERN	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total (A)(1):-</b>	<b>1047405</b>	<b>0</b>	<b>1047405</b>	<b>20.88</b>	<b>1047405</b>	<b>0</b>	<b>1047405</b>	<b>20.88</b>	<b>0.00</b>
<b>(2) Foreign</b>									
(a) NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other Individuals									
(c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
(d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Other....									
<b>Sub Total (A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1047405</b>	<b>0</b>	<b>1047405</b>	<b>20.88</b>	<b>1047405</b>	<b>0</b>	<b>1047405</b>	<b>20.88</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
(a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
(b) Banks FI	0	0	0	0.00	0	0	0	0.00	0.00
(c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Govet(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i) Others (specify)									
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>(2) Non-Institutions</b>									
(a) Bodies Corp.									
(i) Indian	459975	0	459975	9.17	360370	0	360370	7.18	-1.99
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1111900	2000	1113900	22.21	1127794	2000	1129794	22.52	0.32
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1936724	264750	2201474	43.89	2012298	264750	2277048	45.39	1.51
(c) Others (specify)									
* N.R.I. (NON-REPAT)	5500	0	5500	0.11	5500	0	5500	0.11	0.00
* N.R.I. (REPAT)	114	0	114	0.00	114	0	114	0.00	0.00
* HINDU UNDIVIDED FAMILY	186682	0	186682	3.72	185582	0	185582	3.70	-0.02
* CLEARING MEMBERS	1050	0	1050	0.02	10287	0	10287	0.21	0.18
<b>Sub-total (B)(2):-</b>	<b>3701945</b>	<b>266750</b>	<b>3968695</b>	<b>79.12</b>	<b>3701945</b>	<b>266750</b>	<b>3968695</b>	<b>79.12</b>	<b>0.00</b>
<b>Total Public Shareholding</b>	<b>3701945</b>	<b>266750</b>	<b>3968695</b>	<b>79.12</b>	<b>3701945</b>	<b>266750</b>	<b>3968695</b>	<b>79.12</b>	<b>0.00</b>

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

(B) = (B)(1)+(B)(2)									
C. TOTSHR held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
GrandTotal(A + B + C)	4749350	266750	5016100	100.00	4749350	266750	5016100	100.00	0.00
Other	0	0	0	0.00	0	0	0	0.00	0.00

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2016			Shareholding at the end of the year 31.03.2017			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Kamlesh Biharilal Mehta	6,33,605	12.63	0.00	633605	12.63	0.00	0.00
2	Biharilal Gokaldas Mehta	2,18,600	4.35	0.00	218600	4.35	0.00	0.00
3	Ketki Mehta	1,95,200	3.89	0.00	195200	3.89	0.00	0.00
	<b>Total</b>	<b>10,47,405</b>	<b>20.86</b>	<b>0.00</b>		<b>20.86</b>	<b>0.00</b>	<b>0.00</b>

(iii) Change in Promoters'/PAC's Shareholding (please specify, if there is no change)

Sr. No.	Name Of the Shareholder	Reasons	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Kamlesh Mehta	At the beginning of the year	633605	12.63	633605	12.63
		Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.0	0.0	0.0	0.0
		At the End of the year	633605	12.63	633605	12.63
2	Biharilal Mehta	At the beginning of the year	218600	4.36	218600	4.36
		Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.0	0.0	0.0	0.0
		At the End of the year	218600	4.36	218600	4.36
3	Ketki Mehta	At the beginning of the year	195200	3.89	195200	3.89
		Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.0	0.0	0.0	0.0
		At the End of the year	195200	3.89	195200	3.89

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(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

D. Shareholding Pattern of top ten Shareholders:						
SI No.		ShareHolding at the beginning of the year 3/31/2016		Cumulative Shareholding during the year 3/31/2017		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	
1	SANTOSH S KHAMKAR	235868	4.70			
	31-Mar-17			235868	4.7	
2	KARAM VIR SINGH	205465	4.10			
	13-May-16	25	0.00	205490	4.1	Buy
	31-Mar-17			205490	4.1	
3	SAFALATA INFOTECH PVT.LTD.	165787	3.31	165787	3.31	
4	AKSHAY SONAWALA	140100	2.79	140100	2.79	
5	NARESH R. KABRA	108827	2.17			
	20-May-16	50	0.00	108877	2.17	Buy
	14-Oct-16	6000	0.12	114877	2.29	Buy
	31-Mar-17			114877	2.29	
6	DHARMENDRA P DHURI	95350	1.90	95350	1.9	
7	ANIRUDDHA PISHARODY	94100	1.88	94100	1.88	
8	RELIGARE FINVEST LTD	89264	1.78			
	7-Oct-16	-89264	-1.78	0	0	Sell
	31-Mar-17			0	0	
9	BAKULA R MEHTA	84000	1.67	84000	1.67	
10	PRASHANT VIDYADHAR PALKAR	73400	1.46	73400	1.46	

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year as at 01-04-2016		Cumulative Shareholding during the year as at 31-03-2017		Shareholding at the end of the year as at 31-03-2017	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Mr. Kamlesh Mehta – Director – Chairman	633605	12.63	633605	12.63	633605	12.63
2.	Mr. Visswas Bhimashankar Paanse – Director – KMP	15000	0.29	15000	0.29	15000	0.29
3.	Mr. Ashok Bhanushali Trikamji – Director - KMP	0	0	0	0	0	0
4.	Ms. Ketki Mehta – Additional Director – KMP (w.e.f. upto 9 <sup>th</sup> January, 2017)	195200	3.89	195200	3.89	195200	3.89

#### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness





# TRIJAL INDUSTRIES LIMITED

## 2016-2017

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Kamlesh Mehta, CEO	Mr. Ashok Bhanushali Trikamji, CFO	
1.	Gross Salary	0	0	0
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	0	0	0
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0	0
2.	Stock Option	--	--	--
3.	Sweat Equity	--	--	--
4.	Commission - As % of Profit - Others, specify	--	--	--
5.	Others, please specify	--	--	--
	<b>Total</b>	--	--	--

#### VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal, if any (give details)
<b>A. COMPANY</b>					
Penalty			N I L		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			N I L		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			N I L		
Punishment					
Compounding					



# TRIJAL INDUSTRIES LIMITED

## 2016-2017

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- h. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; (**Not applicable to the Company during the Audit Period**).
- VI. The Management has identified and confirmed the applicable Acts, Laws and Regulations specifically applicable to the Company as mentioned belows:
- (i) The Environment Protection Act, 1986; and
  - (ii) Air (Prevention and Control of pollution) Act 1981 and Rules issued by State Pollution Control Board; and
  - (iii) Water (Prevention and Control of Pollution) Act 1974 and Rules issued by State Pollution Control Board.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.
- ii. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- iii. The Listing Obligations entered into by the Company with the BSE Limited

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards and Listing Agreement/Obligations mentioned above subject to the following observations:

- The company has not appointed Company Secretary as required under section 203 read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- The Company has not published notice of Board Meeting and financial results in English and regional language newspaper as per Regulation 47(1) a of Listing Obligations and Disclosure Requirements, Regulations, 2015.
- During the year, the Company has not appointed Internal Auditor as required Pursuant to provisions of Section 138 and other applicable provisions of the Companies Act, 2013 and Companies (Accounts) Rules, 2014.
- The Company has not updated its website as per regulation 46 of the SEBI (LODR) Regulations, 2015 as on the date of signing of this report.

I further report that:

The Board of Directors of the Company is not duly constituted and there were no proper balance of Executive Directors, Non-Executive Directors and Independent Directors, as the Company has not been appointed requisite number of Independent Directors as on the date of this Report. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act, except as set out in my observations.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that as per the Auditors' report the following transactions were shown as related party transactions.

1. Director of the company - Received temporary loan From Kamlesh Mehta, Director, at various occasions amounting to Rs. 4.81 Lacs and repaid during the year Rs.3.50 Lacs – Closing Balance as on 31/3/2017 Rs. 1.70 lacs.
2. Received loan from Ketki Mehta, Director/ Relative of Director - opening Balance 0.24 lacs receivable, received during the year Rs.0.40 Lacs, Closing Balance Rs. 0.16 lacs.

**SAMATA SARAF**  
**COMPANY SECRETARIES**  
**PROPRIETOR**  
**COP No.6000**

**Date: August 14, 2017**  
**Place: Mumbai**

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

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To,  
The Members,  
Trijal Industries Limited.

My report of even date is to be read along with this letter.

Maintenance of secretarial record is the responsibility of the management of the Company. my responsibility is to express an opinion on these secretarial records based on my audit.

I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that processes and practices, we followed provide a reasonable basis for my opinion.

I have not verified the correctness and appropriateness of financial records and Books of Accounts, and related documents of the Company.

Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events, etc.

The Compliance of the provisions of Corporate and the other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**SAMATA SARAF  
COMPANY SECRETARIES  
PROPRIETOR  
COP No. 6000**

**Date: August 14, 2017  
Place: Mumbai**

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

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**Annexure- "C"**

### **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.

**For and on behalf of the Board of Directors**

**Kamlesh B. Mehta**  
Director  
DIN-01675694

**Vishwas B. Paanse**  
Director  
DIN-03040544

**Place:** Mumbai  
**Date:** 14<sup>th</sup> August, 2017

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

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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, 2017 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 have indicated to the Auditors and Audit Committee :
  - a. Significant changes, if any, in the internal control over financial reporting during the year;
  - b. Significant changes, if any, in accounting policies, during the year and that the same have been disclosed in the notes to the financial statements, and
  - c. 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 mover financial reporting.

For **TRIJAL INDUSTRIES Ltd.**

For **TRIJAL INDUSTRIES Ltd.**

**Ashok Bhanushali**  
**(CFO)**  
DIN-03130730  
Date: 30<sup>th</sup> May, 2017  
Place: Mumbai

**Kamlesh Mehta**  
**(CEO)**  
DIN-01675694

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

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### INDEPENDENT AUDITORS' REPORT

To,  
The Members of  
TRIJAL INDUSTRIES LIMITED

We have audited the accompanying stand alone Financial Statements of **TRIJAL INDUSTRIES LIMITED ("The Company")** which comprises the Balance Sheet as on **31st March, 2017**, 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 Board of Directors is responsible for the matters stated in section 134(5) of the companies Act, 2013("the Act") with respect to preparation and presentation of these stand-alone 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 principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules,2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and or preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgements and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation in of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditors Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken in to account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the standards on auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement

An audit involves performing procedures to obtain audit evidence about the amounts and 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 financial control relevant to the company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the operating effectiveness of such controls of the entity's internal control. An Audit also includes evaluating the appropriateness of accounting polices used and the reasonableness of the accounting estimates made by company's directors, as well as evaluating the overall presentation of the financial statements.

We believe that the Audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the stand alone financial statements.

#### **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, of state of affairs of the company at 31<sup>st</sup> March, 2017 and its' Profit/(Loss) and it's cash flows for the year ended on that date.

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

1. As required by Companies (Auditors Report) Order, 2016 issued by the Central Government of India, in terms of Section 143(11) of the Act, we give "Annexure A" attached hereto our comments on the matters specified in the paragraphs 3 and 4 of the said order.
2. As required by Sub-Section 3 of Section143 of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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.

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

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- (c) The Balance Sheet, the statement of profit and loss and Cash Flow statement dealt with by this report are in agreement with books of accounts
- (d) In our opinion, the aforesaid stand-alone financial statements dealt with by this report comply with the Accounting Standards specify under section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014; - Refer to Note No – 2A(11) in the notes to the significant accounting policies.
- (e) On the basis of written representations received from the Directors, as on 31<sup>st</sup> March, 2017, and taken on record by the Board of Directors none of the directors is disqualified as on 31<sup>st</sup> March 2017 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in Annexure "B"
- (g) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to explanations given to us:
  - i. The company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer note no. – 2A(13) in the notes to the significant accounting policies.
  - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. The company has provided requisite disclosures in the standalone financial statements as regards its holding and dealing in Specified Bank Notes as defined in the Notification S.O.3407(E) dated 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016. Based on audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the books of account maintained by the Company.

**FOR S. C. Kabra & Co., Company,  
Chartered Accountants**  
(Firm Registration No. 000337-C),

**Paridhi Jain  
( Partner )**

M. No : 418908  
DATE : 30<sup>th</sup> May, 2017.  
PLACE : Mumbai.



# TRIJAL INDUSTRIES LIMITED

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### **Annexure 'A' to the Independent Auditors' Report**

#### **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 and situation of fixed assets.  
  
(b) As explained to us the Company has a phased program for physical verification of Fixed assets of the company. In our opinion the frequency of verification is reasonable, considering the size of the Company. No material discrepancies were noticed on such verification carried on during the year, as compared with the available records.  
  
(c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the Company does not own any immovable property and so the details about title deed in its name is not applicable.
2. The company does not have any inventory of finished goods, raw material, stores and spare parts so the reporting on Physical verification and discrepancies with books of account is not applicable.
3. According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or other parties listed in the register maintained under section 189 of the Companies Act, 2013. Accordingly, provisions of sub clause (a), (b), and (c) are not applicable.
4. The company has no such transaction during the year to which the provisions of section 185 and 186 of the Companies Act, 2013 gets attracted.
5. The Company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 of the Companies Act, 2013 and Rules framed there under.
6. We have been informed that the maintenance of Cost Records has not been prescribed by the Central Government under section 148(1) of the Companies Act, 2013 for any of the Products of the company.
7. a) According to the records of the Company, and information and explanation given to us, Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Custom Duty, Cess, Excise Duty, Service Tax, Value Added Tax and other material statutory dues have been regularly deposited, wherever applicable, during the period with the appropriate authorities. According to the records of the Company, and information and explanation given to us there were no arrears of outstanding statutory dues as at 31<sup>st</sup> March, 2017 for a period of more than six months from the date they became payable.  
  
(b) According to the records of the Company, and information and explanation given to us, there are no disputed statutory liabilities during the period covered under this Audit.
8. Based on our audit procedures and on the basis of information and explanations given by the management, we are of the opinion that the company has not defaulted in the repayment of dues to financial institutions, banks, governments or debenture holders. The company has not issued any debentures.
9. According to the records of the Company, and information and explanation given to us the company has not applied for any long term loans. The company has not raised any money by way of Initial public offering or further public offer( including debt instrument) during the year.
10. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practise in India, and according to the Explanation and Information given to us, we did not come across any instance of fraud on or by the Company, it's officers or employees, noticed or reported during the year 2016-2017.
11. According to the information and explanation given to us and based on our examination of the books and records, of the company we are of the opinion that the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. According to the information and explanation given to us, the provision of any Special Statute applicable to Nidhi Companies are not applicable to the Company, the provisions of this clause are not applicable to the Company Act.
13. According to the information and explanation given to us and based on our examination of the books and records, all the transaction with related parties are in compliance with section 177 and 188 of the Companies Act 2013 and all the details have been disclosed in the financial statements ad per accounting Standard.

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

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14. According to the information and explanation given to us and based on our examination of the books records of the Company has not made any preferential allotment of private placement of shares or fully or partly convertible debentures during the period under review.
15. According to the information and explanation given to us and based on our examination of the books records of the Company has not entered into any non-cash transactions during the period with directors of persons connected with him.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**FOR S. C. Kabra & Co., Company,  
Chartered Accountants**  
(Firm Registration No. 000337-C),

**Paridhi Jain  
( Partner )**

M. No : 418908  
DATE : 30<sup>th</sup> May, 2017.  
PLACE : Mumbai.

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

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### **ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF TRIJAL INDUSTRIES LIMITED.**

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the **Internal Financial Controls over Financial Reporting** of **TRIJAL INDUSTRIES LIMITED** ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

#### **Opinion**

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

**FOR S. C. Kabra & Co., Company,  
Chartered Accountants**  
(Firm Registration No. 000337-C),

**Paridhi Jain**  
( Partner )  
M. No : 418908  
DATE : 30<sup>th</sup> May, 2017.  
PLACE : Mumbai.

TRIJAL INDUSTRIES LIMITED  
Balance Sheet as at March 31, 2017

(Amount in Rs.)

Particulars	Note No.	Current Reporting Period		Previous Reporting Period	
		2016-17		2015-16	
<b>I Equity &amp; Liabilities</b>					
1. Shareholders' funds					
(a) Share Capital	3	50,161,000		50,161,000	
(b) Reserves and Surplus	4	(43,150,803)		(45,705,315)	
(c) Money Received Against Share Warrants	5	-	7,010,197	-	4,455,685
2. Share Application Money Pending Allotment	6		-		-
3. Non - Current Liabilities					
(a) Long - Term Borrowings	7	-		-	
(b) Deferred Tax Liabilities (Net)	8	23,305		35,639	
(c) Other Long - Term Liabilities	9	-		-	
(d) Long - Term Provisions	10	-	23,305	-	35,639
4. Current Liabilities					
(a) Short - Term Borrowings	11	294,138		-	
(b) Trade Payables	12	-		130,000	
(c) Other Current Liabilities	13	548,675		378,661	
(d) Short - Term Provisions	14	-	842,813	-	508,661
<b>TOTAL</b>			<b>7,876,315</b>		<b>4,999,985</b>
<b>II Assets</b>					
1. Non - Current Assets					
(a) Fixed Assets	15				
(i) Tangible Assets		176,236		233,273	
(ii) Intangible Assets		-		-	
(iii) Capital Work-in-Progress		-		-	
(iv) Intangible Assets under development		-		-	
(b) Non - Current Investments	16	767,671		767,671	
(c) Deferred Tax Assets (Net)	17	-		-	
(d) Long - Term Loans and Advances	18	-		-	
(e) Other Non-Current Assets -Profit & loss a/c debit balance	19	-		-	
			943,907		1,000,944
2. Current Assets					
(a) Current Investments	20	-		-	
(b) Inventories	21	-		-	
(c) Trade Receivables	22	2,766,000		915,000	
(d) Cash and Cash Equivalents	23	1,411,508		1,953,141	
(e) Short - Term Loans and Advances	24	2,490,000		850,000	
(f) Other Current Assets	25	264,900		280,900	
			6,932,408		3,999,041
<b>TOTAL</b>			<b>7,876,315</b>		<b>4,999,985</b>
Contingent Liabilities not provided for	26				
Notes to accounts & Significant Accounting Policies	1				

For and on behalf of the Board of  
TRIJAL INDUSTRIES LIMITED

Sd/-	Sd/-	Sd/-
Kamlesh Mehta	Viswas Paanse	Ashok Bhanushali
Director	Director	Director
DIN 01675694	DIN 03040544	DIN 03130730
Place : MUMBAI		
Date : 30th MAY, 2017		

As per our report of even date  
S. C. Kabra & Co.  
Chartered Accountants

Sd/-
Paridhi Jain
Partner
Member Ship No. 418908
Firm Reg No. 000337C
Place : Mumbai
Date : 30th MAY, 2017

**TRIJAL INDUSTRIES LIMITED**

Profit and Loss Statement for the year ended March 31, 2017

(Amount in Rs.)

	Particulars	Note No.	Current Reporting Period		Previous Reporting Period	
			2016-17	2015-16	2016-17	2015-16
I	Gross Revenue from Operations	29	-		-	
	Less: Excise Duty		-		-	
	Net Revenue from Operations		-		-	
II	Other Income	30	751,000		13,907	
III	Total Revenue (I + II)			751,000		13,907
IV	Expenses					
	Cost of Materials Consumed	31	-		-	
	Purchases of Stock-in-Trade	32	-		-	
	Changes in Inventories - ( Increase ) / Decrease	33	-		-	
	Employee Benefits Expense	34	82,543		88,018	
	Finance Costs	35	-		-	
	Depreciation and Amortization Expense	14	57,037		66,877	
	Other Expense	36	759,243		608,437	
	Total Expense			898,823		763,332
V	Profit before Exceptional and Extraordinary Items and Tax (III-IV)			(147,823)		(749,425)
VI	Exceptional Items	37		-		37,449,174
VII	Profit before Extraordinary Items and Tax (V-VI)			(147,823)		(38,198,599)
VIII	Extraordinary Items	38		-		10,257,329
IX	Profit Before Tax (VII-VIII)			(147,823)		(48,455,928)
X	Tax Expense:					
	(a) Current Tax		-		-	
	(b) Tax of Earlier Year		-		-	
	(c) Deferred Tax		12,335		12,478	
				12,335		12,478
XI	Profit/(Loss) for the Period from Continuing Operations (IX - X)			(135,488)		(48,443,450)
XII	Profit/(Loss) for the Period from Discontinuing Operations	39		-		-
XIII	Tax Expense of Discontinuing Operations			-		-
XIV	Profit/(Loss) from Discontinuing Operations (After Tax) (XII-XIII)			-		-
XV	Profit/(Loss) for the Period (XI + XIV)			(135,488)		(48,443,450)
XVI	Earnings Per Equity Share (Face Value Rs.10/- Per Share):	40				
	(1) Basic (Rs.)			(0.027)		(9.6576)
	(2) Diluted (Rs.)			(0.027)		(9.6576)
	Notes to accounts & Significant Accounting Policies	1				

For and on behalf of the Board of  
TRIJAL INDUSTRIES LIMITED

Sd/-                      Sd/-                      Sd/-  
Kamlesh Mehta      Viswas Paanse      Ashok Bhanushali  
Director              Director              Director  
DIN 01675694      DIN 03040544      DIN 03130730  
Place : MUMBAI  
Date : 30th MAY, 2017

As per our report of even date  
S. C. Kabra & Co.  
Chartered Accountants

Sd/-  
Paridhi Jain  
Partner  
Member Ship No.  
Firm Reg No.      418908  
Place : Mumbai      000337C  
Date : 30th MAY, 2017

TRIJAL INDUSTRIES LIMITED		
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017		
(Pursuant to amended to Clause 32 of the Listing Agreement)		
	31st MARCH 2017	31st MARCH 2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit (LOSS) before Taxation and Extra- Ordinary Items	(135,488)	(48,443,450)
Adjustments for :		
Rserve and Surplus	2,690,000	-
Depriciation   Decrease in Assets	57,037	66,881
	-	-
Op. Profit before Working Capital Charges	2,611,549	(48,376,569)
<u>Adjustmens for : Current Assets</u>		
(Increase) / Decrease in Trade and Other Receivables	(1,851,000)	137,918,393
(Increase) / Decrease in Inventories	-	-
(Increase) / Decrease in Other Current Assets	(1,624,000)	5,463,059
<u>Adjustmens for : Current Liabilities</u>		
Increase / (Decrease) in Trade payble	(130,000)	(105,400,600)
Increase / (Decrease) in Short term Liabilities	464,152	272,644
Cash Generated from Operations	(529,299)	(10,123,073)
Provision / Payment of Direct Taxes	-	-
Transfer to / (from) Differed Tax Liability Reserve	(12,334)	(12,478)
Adjustment of Pr. Yr. in Def. Tax	-	-
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(541,633)</b>	<b>(10,135,551)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	-	-
Adjustment due to W/off of F.A	-	8,919,030
Share appln. Money	-	-
Investment W/off	-	1,338,299
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>-</b>	<b>10,257,329</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITES:</b>		
Proceeds from Re-payment of long Term Borrowing	-	310,000
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>-</b>	<b>-</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(541,633)</b>	<b>431,778</b>
Cash and Cash Equivalants as at (Opening Balance)	1,953,141	1,521,363
Less: Cash and Cash Equivalants as at (Closing Balance)	1,411,508	1,953,141
<b>NET INCREASE AS DISCLOSED ABOVE</b>	<b>541,633</b>	<b>(431,778)</b>
	-	-

For and on behalf of the Board of  
TRIJAL INDUSTRIES LIMITED

S. C. Kabra & Co.  
Chartered Accountants

Sd/-                      Sd/-                      Sd/-

Kamlesh Mehta      Viswas Paanse      Ashok Bhanushali  
Director              Director              Director  
DIN 01675694      DIN 03040544      DIN 03130730  
Place : MUMBAI  
Date : 30th MAY, 2017

Sd/-  
Paridhi Jain  
Partner  
Member Ship No.      418908  
Firm Reg No.          000337C  
Place : Mumbai  
Date : 30th MAY, 2017

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

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**NOTES TO THE FINANCIAL STATEMENTS for the year ended on 31<sup>st</sup> March, 2017.**

**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, 2017.

### **1 CORPORATE INFORMATION :**

TRIJAL INDUSTRIES LIMITED ("the company") is engaged in the trading of Goods and Misc. Financial Activities.

### **2 SIGNIFICANT ACCOUNTING POLICIES:**

#### **a) Basis of preparation of financial statements**

The financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the accounting principles generally accepted in India (GAAP) and provisions of the Companies Act 2013, read with the Companies (Accounting Standard) Rules, 2006 (Accounting Standard Rules) as well as applicable pronouncements of the Institute of Chartered Accountant of India.

#### **b) Use of estimates**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

#### **c) Revenue recognition**

a) Sales are recorded net of trade discounts, sales tax/ value added tax, rebates and excise duty. Revenue from sale of products is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and can be reliably measured.

b) Interest income is recognised on time proportion basis.

#### **d) Inventories:**

Inventories, if any, are valued at cost or net realizable value, whichever is lower. Cost is determined on FIFO basis.

#### **e) Investments**

Investments are classified into non-current investments and current investments. Investments which are intended to be held for more than one year are classified as non-current investments and investments which are intended to be held for less than one year, are classified as current investments. Non-current investments are stated at cost and a provision for diminution in value of non-current investments is made only if the decline is other than temporary in the opinion of the management. Current investments are valued at cost or market/fair value whichever is lower.

#### **f) Provisions, Contingent Liabilities and Contingent Asset:**

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent Liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or present obligation in respect of which the likelihood of outflow of resource is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the assets and related income are recognized in the period in which the change occurs

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

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### **g) Fixed assets and depreciation**

- i. Fixed assets are stated at cost of acquisition and installation less accumulated depreciation. Cost is inclusive of freight, duties, levies and any directly attributable cost of bringing the assets to their working condition for intended use.
- ii. Depreciation on Fixed Assets is provided on Straight Line Method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.
- iii. Expenses incurred on Project and other charges during construction period are included under pre-operative expenditure (grouped under Capital Work in Progress) and are allocated to the cost of Fixed Assets on the commencement of commercial operations.

### **h) Impairment of assets**

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such condition exists, the company estimates the recoverable amount of the assets. If such recoverable amount of the asset or recoverable amount of the cash generating units to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Profit and Loss Account.

If at the Balance Sheet date there is an indication that if previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at revised recoverable amount.

### **i) Foreign currency transactions.**

- a) Transactions denominated in foreign currency are normally recorded at the exchange rate prevailing at the time of transaction.
- b) Any income or expenses on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss account.
- c) Monetary items denominated in foreign currencies at the yearend are restated at the yearend rates.
- d) Non monetary items denominated in foreign currencies are carried at cost.

### **j) Taxation**

#### **a. Current Tax:**

Provision for tax is based on the taxable profit for the accounting year after taking into consideration the relevant provisions of the Income Tax Act, 1961.

#### **b. Deferred Tax:**

Deferred tax resulting from timing difference between accounting and taxable income is accounted for using the tax rates and laws that are enacted or substantively enacted on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent there is a virtual certainty that the asset will be realised in future.

### **k) Borrowing Cost:**

Interest and other costs incurred in connection with the borrowing of the funds are charged to revenue on accrual basis except those borrowing costs which are directly attributable to the acquisition or construction of those fixed assets, which necessarily take a substantial period of time to get ready for their intended use. Such costs are capitalized with the fixed assets.

### **l) Earnings per share**

The basic earnings per share is computed by dividing the net profit / loss attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving earnings per share, and also the weighted average number of equity shares, which could have been issued on the conversion of all dilutive potential shares. In computing dilutive earnings per share, only potential equity shares that are dilutive and that reduce profit / loss per share are included.

### **m) Cash and cash equivalent**

Cash and cash equivalent for the purpose of cash flow statement comprised cash at bank and cash in hand and other short term investment with maturity of three months or less



# TRIJAL INDUSTRIES LIMITED

## 2016-2017

### 2A) ACCOUNTING STANDARDS:

#### 1) SEGMENT REPORTING:

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

#### 1) RELATED PARTY DISCLOSURE

1. Director of the company - Received temporary loan From Kamlesh Mehta, Director, at various occasions amounting to Rs. 4.81 Lacs and repaid during the year Rs.3.50 Lacs – Closing Balance as on 31/3/2017 Rs. 1.70 lacs.
2. Received loan from Ketki Mehta, Director/ Relative of Director - opening Balance 0.24 lacs receivable, received during the year Rs.0.40 Lacs, Closing Balance Rs. 0.16 lacs.

Note: Related Parties have been identified by Management.

Policy on Dealing with Related Party Transactions : Generally Company Management prepares a list of Related Parties based on representations received from Directors and Key Managerial Personnel and are referred to for approval of Audit Committee as per Section 177 of the companies Act, 2013.The Audit committee gives grant for general approval for such transactions after verifying that its not against the prudent interest of the company.

#### 2) LEASE AGREEMENT:

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

For Office at Mumbai w.e.f. from 1-04-2017 and will terminate on 31-03-2018 and can be renewed further.

#### 4) EARNING PER SHARE :

	2016-2017	2015-2016
a. Weighted average number of share at the beginning and end of the year	50,16,100	50,16,100
b. Net Profit/(LOSS) after tax available for equity share holders	( 1,35,488)	(4,84,43,450)
c. Diluted earnings per share	(0.03)	(9.66)

#### 3) DEFERRED TAX LIABILITY

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

	2016-2017	2015-2016
Amount (Rs.)		
W.D.V. as per Companies Act. As on 31.03.2017	1,76,236	2,33,273
W.D.V. as per Income Tax Act. As on 31.03.2017	1,00,819	1,17,937
Difference	75,417	1,15,336
Deferred Tax Liability @30.90 % on 75,417/-	23,304	35,639
Less: Provision made up to last year - 2015-2016	35,639	48,117
Deferred Tax Provision now provided/(Reversed) this year.	(12,335)	(12,478)

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

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

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

7) 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.

8) Auditor's Remuneration include :- Companies Act Audit Fee Rs. 25,000/-

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

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) Reserves and Surplus Account (Debit Balance of Profit & Loss Account )

The Company written back the part of the amount written off as bad debts last year as being recoverable on the basis of assurance given by Debtors of repayment. The amount written back totalling to Rs.26.90 lacs is reduced from debit balance in Profit & Loss Account.

12) Details of Specified Notes as required by Amendment to the Schedule III to the Companies Act, 2013 ( Rs. In Lacs)

<u>Particulars</u>	<u>SBNs</u>	<u>other notes</u>	<u>Total</u>
1. Closing Balance as on November 08,2016	0.00	17.91	17.91
2. Add: Permitted Receipts / withdrawals from Bank	0.00	0.19	0.19
3. Less: Permitted Payments	0.00	0.16	0.16
4. Less: Deposited	0.00	0.00	0.00
5. Closing Balance as on 30 <sup>th</sup> December, 2016	0.00	17.92	17.92

13) The Contingent Liabilities not provided by the Company:

The Company has not provided for the liability against an Appeal filed against the assessment order passed by Sales Tax Department for the Financial Year 2009-2010 demanding a VAT Tax of Rs. 23,88,767/- and Rs.11,94,384/- as Interest and Rs. 11,94,384/- as Penalty for the same period totalling to Rs.47,77,535/-.

14) There are no Micro & Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31<sup>st</sup> March, 2017. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

**FOR S. C. Kabra & Co., Company,  
CHARTERED ACCOUNTANTS**

**FOR TRIJAL INDUSTRIES LTD.**

**Sd/-**

**Paridhi Jain.**  
**(Partner).**  
(Firm Registration No. 000337-C),  
Membership no. 418908  
PLACE : Mumbai.  
DATED : 30th MAY 2017.

<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
<b>KAMLESH B. MEHTA</b> <b>(DIRECTOR)</b> DIN-01675694	<b>(VISWAS B.PANSE)</b> <b>(DIRECTOR)</b> DIN-03040544	<b>(ASHOK BHANUSHALI)</b> <b>(DIRECTOR)</b> DIN-03130730	
	PLACE : Mumbai.		
	DATED : 30th MAY 2017.		

Note 3 - Share Capital

Particulars	(Amount in Rs.)	
	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
Authorised		
52,50,000 (P.Y.52,50,000) Equity Shares of Rs. 10/- each	52,500,000	52,500,000
NIL (P.Y- NIL ) Preference Shares of Rs. 10/- each	-	-
<b>TOTAL</b>	<b>52,500,000</b>	<b>52,500,000</b>
Issued, Subscribed and Paid up		
50,16,100 (PY 50,16,100) Equity Shares of Rs.10/- each fully paid up / partly paid up	50,161,000	50,161,000
Preference Shares	-	-
<b>TOTAL</b>	<b>50,161,000</b>	<b>50,161,000</b>

(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

Particulars	(Amount in Rs.)			
	Equity Shares		Preference Shares	
	Number	Amount	Number	Amount
No. of shares at the beginning of the year	5,016,100	50,161,000	5,016,100	50,161,000
Add: Issue of Shares during the year	-	-	-	-
	5,016,100	50,161,000	5,016,100	50,161,000
Less: Deduction during the year on account of	-	-	-	-
No. of shares at the end of the year	5,016,100	50,161,000	5,016,100	50,161,000

(d) Aggregate details for five immediately previous reporting periods for each class of shares

Particulars	(Amount in Rs.)	
	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

No. of Shares held by	(Amount in Rs.)			
	Current Reporting Period		Previous Reporting Period	
	Equity	Preference	Equity	Preference
Holding Company	-	-	-	-
Subsidiary of the Company	-	-	-	-
Associate of the Company	-	-	-	-
Held by each shareholder holding more than 5% shares - 1 holder	633,530	-	633,530	-
<b>TOTAL</b>	<b>633,530</b>	<b>-</b>	<b>633,530</b>	<b>-</b>

Note 4 - Reserves & Surplus

Particulars	(Amount in Rs.)	
	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
(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	-	-
(h) Other Reserves (specify nature)	-	-
(i) Profit & Loss Account		
As per last Balance Sheet	(45,705,315)	2,738,135
Add/(Less): profit/(loss) for the period	(147,823)	(48,455,928)
Add: transferred from reserves	2,690,000	-
Add: Deffered Tax Written Back	12,335	12,478
<b>TOTAL</b>	<b>(43,150,803)</b>	<b>(45,705,315)</b>

Note 5 - Money Received Against Share Warrants

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

Note 6 - 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 7 - Long-Term Borrowings (Amount in Rs.)

(a)	Particulars	Current Reporting Period	Previous Reporting Period
		2016-17	2015-16
	(A) Secured Loans	-	-
	(B) Unsecured Loans	-	-
	<b>GRAND TOTAL</b>	<b>-</b>	<b>-</b>

Note 8 - Deferred Tax Liabilities (Net) (Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
Liabilities		
(i) Related to Fixed Assets	23,305	35,639
<b>Deferred Tax Liabilities (Net)</b>	<b>23,305</b>	<b>35,639</b>

Note 9 - Other Long-Term Liabilities (Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
Trade payable	-	-
Others	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

Note 10 - Long-Term Provisions (Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
Provision For Employee Benefits	-	-
Others(Specify nature)	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

Note 11 - Short-Term Borrowings (Amount in Rs.)

(a)	Particulars	Current Reporting Period	Previous Reporting Period
		2016-17	2015-16
	(A) Secured Loans	-	-
	(B) Unsecured Loans	-	-
	(b ) Loans & Advances From Related Parties	194,138	-
	(c.) Deposits	100,000	-
	(d) Other loans & Advances (specify nature)	-	-
	<b>TOTAL</b>	<b>294,138</b>	<b>-</b>

Note 12 - Trade Payables (Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
Trade Payables	-	130,000
<b>TOTAL</b>	<b>-</b>	<b>130,000</b>

Note 13 - Other Current Liabilities (Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
Other Payables (specify nature) - O/s Liabilities & TDS	548,675	378,664
<b>TOTAL</b>	<b>548,675</b>	<b>378,664</b>

Note 14 - Short-Term Provisions (Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
Provision for Taxation - Current Year	-	-
Provision for Taxation - Prvious Year	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

TRIJAL INDUSTRIES LIMITED

Note 15 - Fixed Assets Accounting Year 2016-17

Description	Gross Block					Depreciation Block				Net Block			
	Beginning of Current Period	Additions	Acquisitions through Business Combinations	Deductions/Adjustments	End of Current Period	Upto Beginning of Current Period	For the Period	Deductions/Adjustments	Upto End of Current Period	Before Impairment	Impairment	End of Current Period	End of Previous Period
	31-3-16	2016-17	2016-17	2016-17	31-3-17	31-3-16	2016-17	2016-17	31-3-17			31-3-17	31-3-16
(i) Tangible Assets													
Furnitures and Fixtures													
Owned	242,400	-	-	-	242,400	125,693	15,344	-	141,037	-	-	101,363	116,707
Owned	166,466	-	-	-	166,466	110,334	4,417	-	114,751	-	-	51,715	56,132
Others (Specify Nature) Computers	338,300	-	-	-	338,300	277,866	37,276	-	315,142	-	-	23,158	60,434
<b>TOTAL</b>	<b>747,166</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>747,166</b>	<b>513,893</b>	<b>57,037</b>	<b>-</b>	<b>570,930</b>	<b>-</b>	<b>-</b>	<b>176,236</b>	<b>233,273</b>
(ii) Intangible Assets	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>GRAND TOTAL</b>	<b>747,166</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>747,166</b>	<b>513,893</b>	<b>57,037</b>	<b>-</b>	<b>570,930</b>	<b>-</b>	<b>-</b>	<b>176,236</b>	<b>233,273</b>
(iii) Capital Work-In-Progress	-	-	-	-	-	-	-	-	-	-	-	-	-
(b) Details of Capital Work-in-Progress	-	-	-	-	-	-	-	-	-	-	-	-	-
(C) Details on Fixed Assets taken on Lease (as currently given)	-	-	-	-	-	-	-	-	-	-	-	-	-
(e) Project Development Expenditure	-	-	-	-	-	-	-	-	-	-	-	-	-

(f) Detailed note on Revaluation of Assets, if any, (as currently given) for Five Years

NIL & NOT APPLICABLE

(g) Detailed note on Impairment of Assets, if any, (as currently given) for Five Years

NIL & NOT APPLICABLE

Note 16 - Non-Current Investments					(Amount in Rs.)
	Particulars	Current Reporting Period		Previous Reporting Period	
		2016-17		2015-16	
A	Trade Investments	-	-	-	-
B	Other than Trade Investments	767,671	-	767,671	-
	<b>GRAND TOTAL</b>	<b>767,671</b>		<b>767,671</b>	
Details of Book Value & Market Value					
	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	767,671	346,851	770,781	632,835
	Unquoted fully paid up / partly paid up	-	-	-	-
	<b>Total</b>	<b>767,671</b>	<b>346,851</b>	<b>770,781</b>	<b>632,835</b>

Note 17 - Deferred Tax Assets (Net)					(Amount in Rs.)
	Particulars	Current Reporting Period		Previous Reporting Period	
		2016-17		2015-16	
	Assets	-	-	-	-
	Liabilities	-	-	-	-
	<b>Deferred Tax Assets (Net)</b>	<b>-</b>		<b>-</b>	

Note 18 - Long-Term Loans & Advances					(Amount in Rs.)
(a)	Particulars	Current Reporting Period		Previous Reporting Period	
		2016-17		2015-16	
	(a) Capital Advances	-	-	-	-
	(b) Security Deposits	1	-	-	-
	(c) Loans & Advances to Related Parties	-	-	-	-
	(d) Other Loan and Advances -	-	-	-	-
	<b>GRAND TOTAL</b>	<b>-</b>		<b>-</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	
		2016-17		2015-16	
	(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>	

Note 19 Other Non-Current Assets					(Amount in Rs.)
	Particulars	Current Reporting Period		Previous Reporting Period	
		2016-17		2015-16	
	(a) Long Term Receivable	-	-	-	-
	(b) Others (specify nature)	-	-	-	-
	<b>GRAND TOTAL</b>	<b>-</b>		<b>-</b>	

Note 20 - Current Investments					(Amount in Rs.)
	Particulars	Current Reporting Period		Previous Reporting Period	
		2016-17		2015-16	
	(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	-	-	-	-
	(d) In Mutual Funds	-	-	-	-
	(e) In Partnership Firms	-	-	-	-
	(f) Other Non-Current Investments (specify nature)	-	-	-	-
	<b>GRAND TOTAL</b>	<b>-</b>		<b>-</b>	

Note:

Under each classification, details of the names of the body corporates, nature and extent of investment of shall be given.

Note 21 - Inventories					(Amount in Rs.)
(a)	Particulars	Current Reporting Period		Previous Reporting Period	
		2016-17		2015-16	
	(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>	

Note 22 - Trade Receivables (Amount in Rs.)

(a)	Particulars	Current Reporting Period	Previous Reporting Period
		2016-17	2015-16
	(a) Due for a period exceeding six months		
	Secured, considered good	-	-
	Unsecured, considered good	4,612,630	915,000
	Doubtful	-	-
	Less: Provision for Doubtful Debts	-	-
		4,612,630	915,000
	(b) Others	-	-
	GRAND TOTAL	4,612,630	915,000

(b) Detailed note on debts due by the following persons (as currently given): (Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
(i) Directors and other officers	-	-
(ii) Firms in which any director is a partner	-	-
(iii) Private companies in which director is a member/director	-	-
TOTAL	-	-

Note 23 - Cash & Cash Equivalents (Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
(a) Balance with banks (excluding bank deposits with more than 12 months maturity)	256,319	32,764
(b) Bank deposits with more than 12 months maturity	-	-
(c) Cheque, Drafts On Hand	-	-
(d) Cash on Hand	1,155,189	1,920,377
(e) Others (specify nature)	-	-
GRAND TOTAL	1,411,508	1,953,141

Note 24 - Short-Term Loans and Advances (Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
(a) Loans and Advances to Related Parties	-	-
(b) Other Loan and Advances (specify nature)		
Secured, considered good	-	-
Unsecured, considered good	2,490,000	850,000
Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
GRAND TOTAL	2,490,000	850,000

Detailed note on loans and advances due by the following persons (as currently given): (Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
(i) Directors and other officers	-	-
(ii) Firms in which any director is a partner	-	-
(iii) Private companies in which director is a member/director	-	-
TOTAL	-	-

Note 25 - Other Current Assets (Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
(a) Interest accrued on investments and deposits	-	-
(b) Other advances receivable in cash or kind or for value to be received	264,900	280,900
TOTAL	264,900	280,900

Note 26 - Contingent Liabilities and Commitments (to the extent not provided for) (Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
(a) Contingent Liabilities		
(iii) Other contingent liabilities - VAT Demand for 2009-10	4,777,535	4,777,535
TOTAL	4,777,535	4,777,535
(B) Commitments	-	-
GRAND TOTAL	4,777,535	4,777,535

Note 27 - 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

Note 28 - Investment of Unutilised Monies

(a) Detailed note on using or investment of unutilised amount received out of issue of Specific Purpose Securities	N.A
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TRIJAL INDUSTRIES LIMITED

(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
<b>Note 29 - Gross Revenue from Operations</b>		
(A) Other than Finance Company	-	-
TOTAL	-	-
(B) Finance Company	-	-
TOTAL	-	-
<b>Note 30 - Other Income</b>		
(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
Reversal of provisions for specific liabilities, contingencies or commitments	-	13,907
Other Non Operating Income (net of expenses directly attributable to such income)	751,000	-
TOTAL	751,000	13,907
<b>Note 31 - Cost of Materials Consumed</b>		
(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
(A) Raw Materials :	-	-
(B) Packing Materials	-	-
TOTAL	-	-
<b>Note 32 - Purchases of Stock-in-Trade</b>		
(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
Under broad heads	-	-
TOTAL	-	-
<b>Note 33 - Changes in Inventories</b>		
(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
(a) At the end of the period	-	-
(a) At the beginning of the period	-	-
TOTAL	-	-
<b>Note 34 - Employees Benefits Expenses</b>		
(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
(i) Salaries And Wages	74,371	52,850
(iv) Staff Welfare Expenses	8,172	35,168
TOTAL	82,543	88,018
<b>Note 35 - Finance Cost</b>		
(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
	2016-17	2015-16
Finance Cost	-	-
TOTAL	-	-



Note 36 - Other Expenses		(Amount in Rs.)	
Particulars	Current Reporting Period	Previous Reporting Period	
	2016-17	2015-16	
(A) Manufacturing Expenses	-	-	-
(B) Selling and Distribution Expenses			
Sales promotion and advertisement expenses	22,203	48,855	
		22,203	48,855
(C) Administrative and General Expenses			
(a) Rent	-	-	
(b) Insurance	-	-	
(c) Rates & Taxes	43,728	46,926	
(d) legal & professional Fees - other than payments to auditor	25,000	50,000	
(e) Payment to Auditors			
Audit fees	25,000	10,000	
Reimbursement of expenses	1,400	-	
(f) Miscellaneous Expenses - General Admin Exp	641,912	452,656	
TOTAL - Other Expenses		759,243	608,437
Note 37 - Exceptional Items		(Amount in Rs.)	
Particulars	Current Reporting Period	Previous Reporting Period	
	2016-17	2015-16	
(i) Specify nature, if any- (Bad Debts)	-	-	37,449,174
TOTAL	-	-	37,449,174
Note 38 - Extraordinary Items		(Amount in Rs.)	
Particulars	Current Reporting Period	Previous Reporting Period	
	2016-17	2015-16	
(i) Specify nature, if any - Loss due to Obsolete value of Assets Softwares Rs.89,19,030 and Shares of Companies Delisted Rs1338299/-	-	-	10,257,329
TOTAL	-	-	10,257,329
Note 39 - Profit/(Loss) from Discontinuing Operations		-	-
Note 40 - Earning Per Equity Share		(Amount in Rs.)	
Particulars	Current Reporting Period	Previous Reporting Period	
	2016-17	2015-16	
(a) Net profit after tax attributable to equity shareholders for Add/Less: Adjustment relating to potential equity shares	(135,488)	(48,443,450)	
		(135,488)	(48,443,450)
Net profit after tax attributable to equity shareholders for		(135,488)	(48,443,450)
(b) Weighted average no. of equity shares outstanding during the year			
For Basic EPS	5,016,100	5,016,100	
For Diluted EPS	5,016,100	5,016,100	
(c) Basic EPS	(0.0027)	(9.658)	
Diluted EPS	(0.0027)	(9.658)	
Face Value per Equity Share (Rs.)	10	10	
TOTAL		5,016,100	-
Note 41 - Prior Period Items			
(a) Prior Period Expenses	-	-	-
(a) Prior Period Incomes	-	-	-
TOTAL	-	-	-
Note 42 - CIF Value of Imports	-	-	-
Note 43 - Expenditure in Foreign Currency	-	-	-
Note 45 - Remittance in Foreign Currency on account of Dividend	-	-	-
Note 46 - Earnings in Foreign Currency	-	-	-

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

**TRIJAL INDUSTRIES LTD**  
 CIN: L65990MH1991PLC062238  
 REGD. OFFICE: 58 Shree Krishna Niwas G 496,  
 Kalbadevi Road, Mumbai – 400002  
 Tel.: 022-22015951  
 E-Mail: trijalindustries@rediff.com  
 Website: www.trijalindustries.com

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

<b>Members Name</b>	DP ID _____
Proxy Name	Folio No./Client ID _____

I/We hereby record my/our presence at the 26<sup>th</sup> ANNUAL **GENERAL MEETING** of the Company held Thursday the 28<sup>th</sup> September, 2017 at 12.45 P.M. At Park View Banquet Hall, 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.

\_\_\_\_\_  
Signature of the Member/Proxy

Form No.MGT - 11

(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: \_\_\_\_\_

\_\_\_\_\_ for failing him/her

2.

Name: \_\_\_\_\_

E-mail ID \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ of

As per my/our proxy to vote for me/us on my/our behalf at the 26th Annual Company on Thursday the 28<sup>th</sup> September, 2017 at 12.45 P.M. At Park View

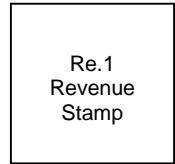
General Meeting of the  
Banquet Hall, Andheri (West)

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

Mumbai -400058 and adjournment thereof in respect of such resolutions and in such manner as are indicated below.

Resolution No	Resolutions	No of Shares		
	Ordinary Business		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, 2017			
2	To appoint a Director in place of Mr. Kamlesh Mehta (DIN 01675694) of the company, who retires by rotation & being eligible offers herself for re-appointment			
3	Appointment of Statutory Auditors of the Company and to fix their remuneration for the financial year ended March 31 2017.			
4	Determination of a fee to be charged from members for delivery of documents in their desired mode.			



Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

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 26th 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

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

**Form No. SH-13**  
**Nomination Form**

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

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

I/We \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest all the rights in respect of such securities in the event of my /our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No of Securities	Certificate No	Distinctive No

(2) PARTICULARS OF NOMINEE/S –

- a) Name :  
b) Date of Birth :  
c) Father's/Mother's/Spouse's name :  
d) Occupation :  
e) Nationality :  
f) Address :  
g) E-mail Id :  
h) Relationship with the security holder :

(3) IN CASE NOMINEE IS A MINOR -

- a) Date of Birth :  
b) Date of attaining majority :  
c) Name of guardian :  
d) Address of guardian :

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Name of the Security Holder(s): \_\_\_\_\_

Signature \_\_\_\_\_

Witness with the name and address: \_\_\_\_\_

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

### BALLOT PAPER

**TRIJAL INDUSTRIES LIMITED** (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)

### 26th Annual General Meeting

### ASSENT/ DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

1. Name(s) & Registered Address of the sole / first named Member :
2. Name(s) of the Joint-Holder(s), if any :
3. Registered Folio No. / DP ID No & Client ID No.[Applicable to Members holding shares in dematerialized form] :
4. Number of Shares(s) held :

I/ We, hereby exercise my/our vote in respect of Ordinary/ Special resolution enumerated below by recording my/our assent or dissent to the said resolution in the following manner:

Resolution No	Resolutions	No of Shares		
			For	Against
1	Ordinary Business			
1	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2017			
2	To appoint a Director in place of Mr. Kamlesh Mehta (DIN 01675694) of the company, who retires by rotation & being eligible offers herself for re-appointment			
3	Appointment of Statutory Auditors of the Company and to fix their remuneration for the financial year ended March 31 2017.			
4	Determination of a fee to be charged from members for delivery of documents in their desired mode.			

Place:

Date:

Signature of the Member/

Authorised Representative

Notes:

- i) **If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.**
- ii) Last date for receipt of Assent/ Dissent Form: 27<sup>th</sup> September, 2017 (5.00 pm IST)
- iii) Please read the instructions printed overleaf carefully before exercising your vote.

#### General Instructions

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.
2. The notice of Annual General Meeting is dispatch/ e-mailed to the members whose names appear on the Register of Members as on **28<sup>th</sup> August, 2017** and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the said date.
3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.

#### Instructions for voting physically on Assent / Dissent Form

1. A member desiring to exercise vote by Assent/ Dissent should complete this (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. 5.00 pm on Wednesday, 27<sup>th</sup> September, 2017. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.

# TRIJAL INDUSTRIES LIMITED

## 2016-2017

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2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization,
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (V) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

# TRIJAL INDUSTRIES LIMITED 2016-2017

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