



# TRIJAL INDUSTRIES LIMITED

Siddharth Nagar No-5, Chawl 19/168, S.V. Road Goregaon (West) Mumbai 400 062. Tel. No : 022 2874 9244  
CIN NO : L65990MH1991PLC062238

September 7, 2019

To,  
Deputy General Manager,  
Department of Corporate Service,  
**BSE LIMITED.**  
Floor 1, Rotundra Building,  
Dalal Street,  
Mumbai – 400 001

**Sub: Compliance as per Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 submission of 24<sup>th</sup> Annual Report for the financial year 2018-2019.**

**Ref: Trijal Industries Limited Scrip Code: 531658.**

Dear Sir,

Pursuant to Regulation 34 of the Securities and Exchange Board of India (LODR) Regulations, 2015, we hereby enclosed herewith the 28<sup>th</sup> Annual Report for the financial year ended March 31, 2019.

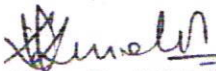
The Notice convening the Annual General Meeting of the Company along with the attendance slip, proxy form and route map forms part of this Annual Report.

The Annual Report is also available on our website at the link:

[www.trijalindustries.com](http://www.trijalindustries.com)

This is for your information and records.

Thanking You,  
Yours truly,  
For Trijal Industries Limited



Name: Ketki Mehra  
DIN: 7140255  
Designation: Director



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## 2018-2019

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### **BOARD OF DIRECTORS & Key Managerial Personnel**

Name		Designation	DIN / PAN
Mrs. Ketki K Mehta	:	Whole Time Director	7140255
Mrs. Aarti S Beheray	:	Independent Non- Executive Director	2577085
Mrs. Vibhuti A. Dongre	:	Independent Non- Executive Director	3544267
Mr. Ashok T. Bhanushali	:	Independent Non- Executive Director	3040544
Mr. Visswas B. Panse	:	Company Secretary	

### **STATUTORY AUDITORS:**

M/S. Mukesh & Associates, Chartered Accountants  
Mumbai  
ICAI Registration No : FRN 106599W

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

REGD. OFFICE : 19/168 Siddharth Nagar No -5,  
Goregaon (west), Mumbai – 400062.  
Tel.: 91-22-28749244  
E-Mail: [trijalindustries@rediff.com](mailto:trijalindustries@rediff.com)  
Website: [www.trijalindustries.com](http://www.trijalindustries.com)  
CIN: L65990MH1991PLC062238

### **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

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### NOTICE

NOTICE IS HEREBY GIVEN THAT THE 28<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF TRIJAL INDUSTRIES LIMITED WILL BE HELD ON FRIDAY, THE SEPTEMBER 30TH, 2019 AT 12.00 p.m. AT Excellency Banquet hall, 4<sup>th</sup> Cross Road, Swami Samarth Nagar, Lokhandwala complex, Andheri west MUMBAI -400053 TO TRANSACT THE FOLLOWING BUSINESS.

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

1. To receive, consider and adopt the audited accounts for the year ended **31<sup>st</sup> March, 2019** 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 Mrs. Ketki Mehta (DIN 7140255) of the company, who retires by rotation & being eligible offers himself for re-appointment.

#### **B. Special Business:**

3. APPOINTMENT OF MRS. VIBHUTI ANAND DONGARE (DIN 03544267) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force), Mrs. Vibhuti Anand Dongare (DIN 03544267), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. February 26, 2019 and who holds office upto the date of the forthcoming Annual General Meeting, be and is hereby appointed as a Director of the Company and as an Independent Director, not liable to retire by rotation, on the Board of Directors of the Company for a term of five (5) consecutive years up to February 25, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. APPOINTMENT OF Mrs. Aarti Siddharth Beheray (DIN 02577085) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force), Mrs. Aarti Siddharth Beheray (DIN 02577085), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. February 26, 2019 and who holds office upto the date of the forthcoming Annual General Meeting, be and is hereby appointed as a Director of the Company and as an Independent Director, not liable to retire by rotation, on the Board of Directors of the Company for a term of five (5) consecutive years up to February 25, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. APPOINTMENT OF MRS. KETKI MEHTA (DIN 07140255) AS AN DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force), Mrs. Ketki Mehta (DIN 07140255), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. February 26, 2019 and who holds office upto the date of the forthcoming Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Alteration of Memorandum of Association as per the provisions of the Companies Act, 2013:

“RESOLVED THAT pursuant to the provisions of Section 4, 13, 15 and any other applicable provisions of the Companies Act, 2013 (“the Act”), the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, and Subject to the approval of other Competent authorities, as may be required, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company as per the following:

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1. To alter Object Clause of the Memorandum of Association of the Company by replacing the existing clause No. 1 of the Clause 3 (a) of the Memorandum of Association with the following new clause No.1 as reproduced below:

To carry on business as manufacturers, producers, processors, growers, fermentators, distillers, refiners, makers, inventors, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kind of building materials, including cement, metals, tiles, pipes, wooden and plastic materials, water including aerated water, paints, Enamels Varnishes, Oils, Distempers, Minerals, Disinfectants, and packing materials such as containers, vessels, drums, cans made of plastic or other material, used for industrial purpose or household purposes, to do forward or backward integration of all such activities and materials and to carry on business and profession of providing services of all types, including Financial, technical, administrative, marketing, hospitality, management and consultants and act as industrial advisers.

2. Deletion of the clause III part (A) heading of the Memorandum of Association and replaced by new heading as reproduced below:

A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -

3. Deletion of the Clause III Part (B) heading of the Memorandum of association and replaced by new heading as reproduced below:

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:

4. The existing Part C i.e. "OTHER OBJECTS" Clauses of the Memorandum of Association of the Company be deleted and all the clauses shall be renumbered from 1 to 45 (both inclusive) of revised Memorandum of Association of the Company.
5. Deletion of the Clause IV of the Memorandum of Association and replaced by new Clause IV as reproduced below:

The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient in order to give effect to this Resolution."

By Order of the Board  
For Trijal Industries Limited

Sd/-  
Ketki K Mehta  
(Chairman)  
Date: 14<sup>th</sup> August, 2019.  
Place: Mumbai.

**REGISTERED AND ADMINISTRATIVE OFFICE:**

19/168 Siddharth Nagar No -5,  
Goregaon (west), Mumbai – 400062.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 Ordinary resolution for ratification of Statutory Auditor is not proposed as pursuant to the Companies (Amendment) Act, 2017.
4. The Register of Members and Share Transfer Register shall remain closed from Tuesday, the 24<sup>th</sup> September, 2019 to Monday, the 30<sup>th</sup> September, 2019 (both days inclusive).
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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 2018– 2019 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.
11. 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.
12. 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.
13. Members desiring any relevant information on accounts at the 28<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 28<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.
14. 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.
15. 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, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination / change in nomination should be lodged with their DPs

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16. Members, who hold shares in:
  - a. Multiple De-mat accounts and/ or
  - b. One or more folios in physical form are advised to consolidate their holdings in single De-mat account
17. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
18. Members please note that as a measure of economy, copies of the 28<sup>th</sup> Annual Report will not be distributed at the **28<sup>th</sup> Annual General Meeting** venue.
19. Prevention of Frauds: You are advised to exercise due diligence and notify your DP of any change in address, stay abroad or demise of any
20. shareholder as soon as possible. Do not leave your Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
21. Confidentiality of Security Details: Do not disclose your Folio Nos. / DP ID / Client ID to unknown persons. Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown persons.
22. Dealing of Securities with Registered Intermediaries: Members must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note / confirmation memo from the broker / sub-broker, within 24 hours of execution of the trade and it should be ensured that the Contract Note / Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.
23. Members can opt for one mode of voting i.e. either by physical Assent / Dissent or through e-voting. If Members opt for e-voting then do not vote by Physical Assent / Dissent or vice versa. However, in case Members cast their vote both by Physical Assent / Dissent and e-voting, then voting done through e-voting shall prevail and voting done by Physical Assent / Dissent will be treated as invalid
24. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Assent / Dissent, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid-up equity share capital of the Company **as on the cut-off date i.e. Monday the 23<sup>rd</sup> September, 2019**, may cast their vote electronically.
25. In Compliance with the provisions of section 108 of the Act and the Rules framed there under, and the Clause 35 B of the listing agreement, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as sent out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot form are given at the back of the said form and instructions for e-voting are given here in below. Resolutions passed Members though Ballot Forms or e-voting is /are deemed to have been passed as if they have been passed at the AGM.
26. **Mr. Prasad Chavan, Partner of HS Associates, Company Secretaries, C.P. No.20415; Practicing Company Secretary [Membership No. ACS: 49921],** has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the ballot forms received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
27. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be above to exercise their right at the meeting.
28. The members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
29. Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and vote cast though ballot Form shall be treated as invalid.
30. Members who do not have access to e-voting facility may send duly completed Assent / Dissent Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, **Mr. Prasad Chavan**, Partner of HS Associates, Company Secretaries, C.P. No. 20415; Practicing Company Secretary (Membership No. ACS: 36769), at the Registered Office of the Company not later than **Saturday the 28<sup>th</sup>, September, 2019 (5.00 p.m. IST)**. Members have the option to request for physical copy of the Assent / Dissent Form by sending an e-mail to "[trijalindustries@rediffmail.com](mailto:trijalindustries@rediffmail.com)" by mentioning their Folio / DP ID and Client ID No. However, the duly completed Assent/Dissent Form should reach **M/s. Purva Sharegistry (India) Pvt. Ltd. Unit: Trijal Industries Limited** 9, Shiv Shakti Industrial Estate, Sitaram Mills Compound, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (East), Mumbai – 400 013 not later than **Saturday the 28<sup>th</sup> September, 2019 (5.00 p.m. IST)** Assent/Dissent Form received after this date will be treated as invalid.

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### 31. THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER.

- i. The voting period begins on Thursday, the September 26<sup>th</sup> 2019 (9.00 a.m. IST) and ends on Sunday, the September 29, 2019 (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 Monday, September 23, 2019 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:

	For Members holding shares in Demat Form and Physical Form
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 **EVS No: 190905106** 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.
  - 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).

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**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) on Monday, **September 23, 2019**.
  - 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.
32. The shareholders can also access the Annual Report 2018- 2019 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).
33. Members are requested to come and occupy their seats at least 15 minutes before commencement of 28<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 28<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 28<sup>th</sup>AGM venue at the owners' risk.
34. 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.
35. 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 28<sup>th</sup> ANNUAL GENERAL MEETING"**.

Additional information on directors recommended for appointment/re-appointment as required under Regulation 36 (3) of SEBI (LODR) Regulations, 2015.

Name of the Director	Ashok Bhanushali
Director Identification Number	3130730
Date of appointment	05-05-2011
Brief resume of the Director including nature of expertise in specific functional areas	A business man with 25 years of experience in the field of Business, Administration, Accounts, Finance, and Investments.
No. of shares held in the Company	----- NIL -----
Directorships and Committee memberships held in other companies. (Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholder's Relationship Committee have been included.)	----- NIL -----
Inter-se relationships between Directors	----- NIL -----

# TRIJALINDUSTRIESLIMITED

## 2018-2019

Name of the Director	Mrs. Vibhuti Anand Dongare
Director Identification Number	03544267
Date of appointment	26-02-2019
Brief resume of the Director including nature of expertise in specific functional areas	She is a Commerce Graduate from the University of Mumbai with Accountancy as main subject. Good in Accounting and Finance and Business Administration
No. of shares held in the Company	----- NIL -----
Directorships and Committee memberships held in other companies. (Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholder's Relationship Committee have been included.)	----- NIL -----
Inter-se relationships between Directors	----- NIL -----

Name of the Director	Mrs. Aarti Siddharth Beheray
Director Identification Number	02577085
Date of appointment	26-02-2019
Brief resume of the Director including nature of expertise in specific functional areas	She is a Commerce Graduate from the University of Mumbai with Accountancy as main subject. Proficient in English, communication, Accounting and Finance.
No. of shares held in the Company	----- NIL -----
Directorships and Committee memberships held in other companies. (Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholder's Relationship Committee have been included.)	----- NIL -----
Inter-se relationships between Directors	----- NIL -----

Name of the Director	Mrs. Ketki Mehta
Director Identification Number	07140255
Date of appointment	26-02-2019
Brief resume of the Director including nature of expertise in specific functional areas	She is an Arts Graduate from the University of Mumbai with Sociology as main subject. Proficient in English, communication and marketing.
No. of shares held in the Company	----- NIL -----
Directorships and Committee memberships held in other companies. (Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholder's Relationship Committee have been included.)	----- NIL -----
Inter-se relationships between Directors	----- NIL -----

# TRIJALINDUSTRIESLIMITED

## 2018-2019

### EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

#### **ITEM NO. 3 & 4:**

Mrs. Vibhuti Anand Dongare (DIN 03544267) and Mrs. Aarti Siddharth Beheray (DIN 02577085) were appointed as Additional Directors (Non-Executive, Independent Directors) by the Board of Directors of the Company on February 26, 2019 and they will hold office as Additional Directors up to the date of the forthcoming Annual General Meeting ("AGM").

The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company have recommended the appointment of Mrs. Vibhuti Anand Dongare (DIN 03544267) and Mrs. Aarti Siddharth Beheray (DIN 02577085) as Independent Directors for a term of five (5) consecutive years each up to March 31, 2024, not liable to retire by rotation, considering their qualifications, positive attributes, experience, expertise and independence. According to the provisions of Section 149(10) of the Companies Act, 2013 (the "Act"), an Independent Director shall hold office for a term upto five (5) consecutive years on the Board but shall be eligible for re-appointment for a second term on passing of a special resolution by the Company. Further, Section 149(13) of the Act states that the Independent Directors so appointed shall not be liable to retire by rotation under Section 152 of the Act.

Their brief resumes are given in the Annexure to this Notice. Mrs. Vibhuti Anand Dongare (DIN 03544267) and Mrs. Aarti Siddharth Beheray (DIN 02577085) have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, they fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and are Independent of the Management. Copies of the draft letters of appointment of Mrs. Vibhuti Anand Dongare (DIN 03544267) and Mrs. Aarti Siddharth Beheray (DIN 02577085) out the terms and conditions of appointment as Independent Directors are available for inspection by members at the Registered Office of the Company.

Mrs. Vibhuti Anand Dongare (DIN 03544267) and Mrs. Aarti Siddharth Beheray (DIN 02577085) may be deemed to be concerned or interested in the respective resolutions for their appointment as Directors. None of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolutions in the accompanying Notice. In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these Directors as Independent Directors is now being placed before the Members for their approval.

The Board recommends the appointment of Mrs. Vibhuti Anand Dongare (DIN 03544267) and Mrs. Aarti Siddharth Beheray (DIN 02577085) Independent Directors on the Board of the Company as set out at Item Nos. 3 & 4 respectively of the Notice for approval by the Members.

#### **ITEM NO. 5:**

The Board of Directors at its meeting held on 26 February 2019, after considering the recommendation of 'Nomination & and Remuneration Committee' of its meeting held on 26 February 2019, has approved and appointed, Mrs. Ketki Mehta (DIN 07140255) as an Additional Promoter Director of the Company, liable to retire by rotation, to hold the office till the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company. The Company has received a notice in writing from a Shareholder (Member) under Section 160 of the Companies Act, 2013 read with the rules made there under, proposing the candidature of Mrs. Ketki Mehta (DIN 07140255), for the office of a Director [Category – Non-Promoter & Executive] of the Company.

Except, Mrs. Ketki Mehta (DIN 07140255), for herself, being the appointee, none of the other Director/s, Key Managerial Personnel (KMP) of the Company, and their relatives, are, in any way, concerned or interested, financially or otherwise, in this Resolution. Accordingly, the Board of Directors recommends to the Shareholders (Members), for their approval, the Ordinary Resolution for an appointment of Mrs. Ketki Mehta (DIN 07140255) as a Director [Category – Non-Promoter & Executive] of the Company, liable to retire by rotation, in the interest of the Company

#### **ITEM NO. 6:**

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging, altering and retaining the Objects under Clause III (C) – "The Other Objects are" with Clause III (B) – "The Objects Incidental or Ancillary to the attainment of the Main Objects are" to the extent possible and also to rename and renumber the Clause III (A) and III (B) of the Object Clause. Further the Company is facing difficulties in carrying out the business as specified in the Main object clause of the Memorandum of Association of the Company profitably. The Board is of the view that the business proposed to be undertaken by the Company as specified in new substituted sub-clause 1 can be carried out more efficiently and economically by the Company which has the resources required to undertake the proposed new objects.

# TRIJALINDUSTRIESLIMITED

## 2018-2019

The Board at its meeting held on August 30, 2019 has approved alteration of the MOA of the Company and recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members. The proposed draft MOA is being uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office / Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM. None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board  
For Trijal Industries Limited  
Sd/-  
Ketki K Mehta  
(Chairman)

Date: 30<sup>th</sup> August, 2019.  
Place: Mumbai.

**REGISTERED AND ADMINISTRATIVE OFFICE:**

REGD. OFFICE : 19/168 Siddharth Nagar No -5,  
Goregaon (west), Mumbai – 400062.

Tel.: 91-22-28749244  
E-Mail: [trijalindustries@rediff.com](mailto:trijalindustries@rediff.com)  
Website: [www.trijalindustries.com](http://www.trijalindustries.com)  
CIN: L65990MH1991PLC062238

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

### DIRECTOR'S REPORT

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

Your Directors have great pleasure in presenting **27<sup>th</sup> Annual Report** together with the Audited statement of Accounts for the year ended **31<sup>st</sup> March, 2019.**

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

SOURCES	31/03/2019	31/3/2018
		Rs.(In Lacs)
1)Gross Income	11.25	5.15
2)Gross Operating Profit/(Loss)	1.45	(2.42)
3)Depreciation & Amortization	0.64	0.14
4) Profit/(Loss) Before Tax	0.81	(2.56)
5) Provision for Taxation / Deferred Tax	0	0
6) Profit/(Loss) After Tax	0.81	(2.56)
7) Exceptional Items (Revaluation of Shares/depreciation).	(1.45)	(1.17)
8) Taxation / Deferred Tax	(0.58)	0.36
9) Profit / (Loss) after Exceptional & Extraordinary Items	(1.22)	(3.37)
9) Net Profit/(Loss) Carried To Balance Sheet	(1.22)	(3.37)

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

During the Year under review, the Company has made an operating profit of Rs.0.81 Lacs against a Loss of Rs.2.56 Lacs in previous year. However, the company has made a Loss of Rs.1.22 Lacs as against Loss in previous year of Rs. 3.37 Lacs after exception items. 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 recalculated its Investments in listed company shares as per the new Ind As applicable in India. As a result Rs. 1.45 lacs is reduced from the cost of Investment as per current market rates on stock exchange, which were adjusted through reserve and surplus account. The Board of Directors has taken above decision to bring down the Investments / 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 2018-19, the Company has not transferred any amount to reserves.

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

The Company has no subsidiaries.

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

Six (6) 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.

#### **7. 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.

# TRIJALINDUSTRIESLIMITED

## 2018-2019

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### **8. 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

### **9. 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

### **10. INDEPENDENT DIRECTORS MEETING**

The meeting of the Independent Directors was held on 14<sup>th</sup> February, 2019 as per schedule IV of the Companies Act, 2013.

### **11. AUDITORS:**

At the 27<sup>th</sup> AGM held on September 28<sup>th</sup>, 2018, Members appointed **M/s Mukesh & associates Chartered Accountants, Mumbai (Firm Registration No. 106599W)**, as Statutory Auditors of the Company, for a period of five years from the conclusion of the 27<sup>th</sup> AGM till the conclusion of the 32<sup>nd</sup> AGM, subject to ratification of their appointment by Members at every AGM. Pursuant to the provisions of Section 40 of the Companies Amendment Act, 2017, which was notified on May 7, 2018, Members are not required to ratify appointment of Statutory Auditors at every AGM. Pursuant to the provisions of Sections 139(1) and 141 of the Act, the Company has received Certificate from Messrs A. **M/s Mukesh & associates Chartered Accountants, Mumbai (Firm Registration No. 106599W)**, certifying that if they are appointed as Auditors, their appointment would be as per the conditions prescribed by the said Sections.

### **12. 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.

### **13. SECRETARIAL AUDITOR & REPORT**

The Board of Directors of the Company has appointed Practicing Company Secretary; to conduct the Secretarial Audit for the financial year 2018-2019. The Secretarial audit report for the financial year ended 31<sup>st</sup> March, 2019 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. Presently the Company is running in Loss, further the company is publishing the results on its website and BSE website, so its been duly published for public. 3. 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 2018-19. 4. The company's website is normally updated, may be with some delay occasionally.

### **14. 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.

### **15. 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.

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

### **16. 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 equipment: 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.

### **17. 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, 2019, 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. 66,73,370/- (Rupees Sixty Six Lacs Seventy Three Thousand Three Hundred Seventy only).

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

### **18. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

During the year Mrs. Ketki K Mehta (DIN:) Director of the Company is retiring by rotation & being eligible offers has offered herself for re-appointment.

The Board appointed Mrs. Aarti S. Beheray (DIN 02577085) and Mr. Vibhuti A. Dongare (DIN 03544267) as Additional Directors (Non-Executive, Independent) on the Board of the Company w.e.f. 26th February, 2019 and Mrs. Ketki Mehta (DIN 07140255) as the Additional Director (Non-Executive) on the Board of the Company w.e.f. February 26th, 2019. They hold office up to the date of forthcoming Annual General Meeting (AGM). The Board recommends appointment of Mrs. Aarti S. Beheray (DIN 02577085) and Mr. Vibhuti A. Dongare (DIN 03544267) as Independent Directors for a term of five (5) consecutive years each, effective from February 26, 2019, The Company has received the declarations from Mrs. Aarti S. Beheray (DIN 02577085) and Mr. Vibhuti A. Dongare (DIN 03544267) confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act.

Mr. Visswas B. Paanse, appointed as a Company Secretary cum Compliance officer w.e.f. 26th February, 2019.

### **19. 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.

### **20. 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 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'.

### **21. 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.

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

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### **22. 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.

### **23. 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.

### **24. 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.

### **27. DISCLOSURE UNDER SEXUAL HARASSMENT ACT:**

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under for prevention and redressal of complaints of sexual harassment at workplace.

During the year and under review the Company has not received any complaints on sexual harassment.

### **25. 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**

**Sd/-**

**Kamlesh Mehta**  
(Chairman)

**DATE: 14<sup>th</sup> August, 2019**

**PLACE: Mumbai**

# TRIJALINDUSTRIESLIMITED

## 2018-2019

**FORM NO. MGT - 9**  
**EXTRACT OF ANNUAL RETURN.**  
as on the financial year ended 31.03.2019  
[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	19/168, Siddharth Nagar No – 5, Goregaon (west), Mumbai – 400062. 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, Lower Parel (East), Mumbai – 400 013. Tel : 91-22-23016761 / 8261 Email : support@purvashare.com

### 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 & Legal 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

Category of Shareholders	No. of Shares held at the beginning of the year i.e 01.04.2018				No. of Shares held at the end of the year i.e. 31-03-2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	0	0	0	0	0	0	0	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt(s).	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Bank/ FI	0	0	0	0	0	0	0	0	0
f) Any Other									
f-1) Directors /Promoters & their Relatives & Friends	1047405	0	1047405	20.88	1047405	0	1047405	20.88	0
Sub-Total (A)(1)	1047405	0	1047405	20.88	1047405	0	1047405	20.88	0

# TRIJALINDUSTRIESLIMITED

## 2018-2019

<b>(2) Foreign</b>									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Bank/ FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
e-1) Directors /Promoters & their Relatives & Friends	0	0	0	0	0	0	0	0	0
<b>Sub-Total (A)(2)</b>	0	0	0	0	0	0	0	0	0
<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</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Bank/ FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s).	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-Total (B)(1)</b>									
<b>2. Non- Institutions</b>									
a) Bodies Corp.									
i) Indian	329630	0	329630	6.57	327530	0	327530	6.53	-0.04
i) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1139720	2000	1141720	22.76	1139550	2000	1141550	22.76	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	2042791	264750	2307541	46.00	2057197	264750	2321947	46.29	0.29
c) Others (specify)									
1) N.R.I.	5914	0	5914	0.12	6114	0	6114	0.12	0.00
2) H.U.F	162137	0	162137	3.23	162237	0	162237	3.23	0.00
3) Clearing Members	21753	0	21753	0.43	9317	0	9317	.019	-0.25
<b>Total Public shareholding (B) (B)(1) + (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</b>
<b>Shares held by Custodian for GDRs &amp; ADRs</b>	----- NIL -	----- -		----- NIL -	-----			----- NIL -	----- --
<b>Grand Total (A+B+C)</b>	<b>47,49,350</b>	<b>2,66,750</b>	<b>50,16,100</b>	<b>100</b>	<b>47,49,350</b>	<b>2,66,750</b>	<b>50,16,100</b>	<b>100</b>	<b>0.00</b>

# TRIJALINDUSTRIESLIMITED

## 2018-2019

(ii) Shareholding of Promoters & Group

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2018			Shareholding at the end of the year 31.03.2019			% 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	6,33,605	12.63	0.00	0.00
2	Biharilal Gokaldas Mehta	2,18,600	4.35	0.00	2,18,600	4.35	0.00	0.00
3	Ketki Mehta	1,95,200	3.89	0.00	1,95,200	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) - **NO CHANGE DURING THE YEAR.**

Sr. No.	Name of the Shareholder	Reasons	Shareholding at the beginning of the year 01-04-18		Cumulative Shareholding during end of the year 31-03-19	
			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

# TRIJALINDUSTRIESLIMITED

## 2018-2019

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

D. Shared holding Pattern of top ten Shareholders:							
SL No.	Share Holder's Name	Share Holding at the beginning of the year		Cumulative Share Holding at the end of the year			
		31/03/2018		31/03/2019			
		No of Shares	% of Total Shares of the Company	No. of Shares	% change in share holding during the year		Type
1	SANTOSH S. KHAMKAR	235868	4.70				
	31-03-2019			235868	4.70		
2	KARAMVIR SINGH	205490	4.10				
	15-03-2019	20	0	205510	4.10		Buy
	31-03-2019			205510	4.10		
3	SAFALATA INFOTECH PVT.LTD.	165787	3.31				
	31-03-2019			165787	3.31		
4	AKSHAY SONAWALA	140100	2.79				
	31-03-2019			140100	2.79		
5	NARESH R. KABRA	117877	2.35				
	03-08-2018	-82362	-1.64	35515	0.71		Sell
	31-03-2019			35515	0.71		
6	DHARMENDRA P DHURI	95350	1.90				
	31-03-2019			95350	1.90		
7	ANIRUDDHA PISHARODY	94100	1.88				
	31-03-2019			94100	1.88		
8	PUNNI SANGHAVI	89264	1.78				
	31-03-2019			89264	1.78		
9	BAKULA R MEHTA	84000	1.67				
	31-03-2019			84000	1.67		
10	NARESH RAMBILAS	0	0				
	03-08-2018	82362	1.64	82362	1.64		Buy
	31-03-2019			82362	1.64		
11	PRASHANT VIDYADHAR PALKAR	73400	1.46				
	31-03-2019			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 01-04-2018		Cumulative Shareholding during the year as at 31-03-2019		Shareholding at the end of the year as at 31-03-2019	
		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

# TRIJAL INDUSTRIES LIMITED

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### V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year :</b> (i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	0	0	0	0
<b>Total (i + ii+ iii)</b>	0	0	0	0
<b>Change in Indebtedness during the financial year</b>	0	0	0	0
<b>Net Change</b>	0	0	0	0
<b>Indebtedness at the end of the financial year:</b> i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	0	0	0

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager Mrs. Ketki Mehta			Total Amount
		*****	*****	*****	
1.	Gross Salary	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission - As % of Profit	0	0	0	0
5.	Others, please specify	0	0	0	0
	<b>Total (A)</b>	0	0	0	0
	Ceiling as per the Act	0	0	0	0

B. Remuneration of other directors:

Sr. No.	Particulars of Remuneration	Fee for attending board /committee meetings	Commission	Others, please specify	Total Amount
1	Independent Directors	0	0	0	0
	Visswas Paanse	0	0	0	0
	Ashok Bhanushali	0	0	0	0
	<b>Total (2)</b>	0	0	0	0
2	Other Non-Executive/ Promoter Directors	0	0	0	0
	Kamlesh Mehta	0	0	0	0
		0	0	0	0
	<b>Total (1)</b>	0	0	0	0
	<b>Total (B) = (1+2)</b>	0	0	0	0
	<b>Total Managerial Remuneration</b>	0	0	0	0
	<b>Overall Ceiling as per the Act</b>	N.A	0	0	0

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

### C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mrs. Ketki 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)
A. COMPANY					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

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### SECRETARIAL AUDIT REPORT

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Samata Saraf  
Company Secretary

A-302, Anmol Towers, Near Mahesh Nagar,  
S.V. Road, Goregaon(West), Mumbai-40062.  
Tel. 022-28713478

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### SECRETARIAL AUDIT REPORT

Form No. MR-3

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2019.

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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To,  
The Members,  
Trijal Industries Limited.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Trijal Industries Limited (hereinafter called the "Company") for the financial year ended 31<sup>st</sup> March, 2019. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Trijal Industries Limited, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I herewith report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management and of the Company. My responsibility is to verify the content of the documents produced before me, make objective evaluation of the content in respect of compliance and report thereon. I have examined on test check basis, the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and produced before me for the financial year ended March 31, 2019, as per the provisions of

- I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder.
- II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings; (**Not Applicable as there were no Foreign Direct Investment, Overseas Direct Investment**)
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**): -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (up to 10<sup>th</sup> November, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (with effect from 11<sup>th</sup> November, 2018) [**Not Applicable as the Company has not issued any further share capital during the period under review**];
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable to the Company during the period under review**);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ;(**Not Applicable as the Company has not issued and listed any debt securities during the period under review**)

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- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client **(Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the period under review)**;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the period under review)**;
  - h. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 (up to 10<sup>th</sup> September, 2018) and Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (with effect from 11<sup>th</sup> September, 2018) **(Not applicable as there was no reportable event during the period under review)**.
- VI. The Management has identified and confirmed the applicable Acts, Laws and Regulations specifically applicable to the Company as mentioned below:
- (i) We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test – check basis, the Company has no operations, hence, majority of specific laws are not applicable to the company except Income Tax Act, 1961.

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

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-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 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.
- The Company has complied majority of Secretarial Standards 1 issued by The Institute of Company Secretaries of India.
- The Company have received Notice on 12<sup>th</sup> February, 2019 from Bombay Stock Exchange regarding of Non-appointment of Compliance Officer for the Quarter ended December, 2018 with fine of Rs. 1,08,560/- and Rs. 1000/- per day till the date of compliance.

I further report that:

The Board of Directors of the Company is not duly constituted. There were no proper balance of Executive Directors, Non-Executive Directors and Independent Directors. However, two Women Directors were appointed w.e.f. 26/02/2019 on Board.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

Adequate notice is not given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were not sent at least seven days in advance.

I further report that, based on the information provided and the representation made by the Company, 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.

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I further report that during the Audit period the Company:

- 8 The Company has obtained shareholders approval for Appointment of Statutory auditor of the Company for period of 5 years at their Annual General Meeting held on September 28, 2018
- 9 Mr. Visswas B. Paanse (DIN: 03040544) disqualified Under Section 164(2) as per Companies Act, 2013, he is vacated from the post of Directorship w.e.f. September 7, 2017 in the Board of Directors meeting held on Tuesday 26<sup>th</sup> February, 2019.
- 10 Mr. Kamlesh Mehta (DIN: 01675694) disqualified Under Section 164(2) as per Companies Act, 2013, vacated from the post of Directorship w.e.f. December 31, 2018.
- 11 The Company has appointed Company Secretary cum Compliance officer w.e.f. 26<sup>th</sup> February, 2019.
- 12 The Company has appointed Two Women Independent Directors w.e.f. 26<sup>th</sup> February, 2019.

Sd/-

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

**Date: 30<sup>th</sup> August, 2019.**

**Place: Mumbai**

# TRIJALINDUSTRIESLIMITED

## 2018-2019

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Annexure A

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. I believe that processes and practices, I 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.

Sd/-

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

**Date: 30<sup>th</sup> August, 2019  
Place: Mumbai**

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

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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 diversifying into new business of Manufacturing and structuring of various Materials and accordingly company has proposed to change the main clause of the company and the same is incorporated in resolutions to be passed in AGM. Your Directors expect better future outlook. As members are aware that Industrial and manufacturing activities is developing very fast, there is huge potential which is untapped.

##### **C. THREATS:**

The major threats to Manufacturing activities Industry will be continuous changes and lots of competition in the field from other manufacturers 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, commensurate with the size and operation of the company.

##### **F. HUMAN RESOURCES POLICIES:**

The Company has 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

Sd/-  
**Ketki K. Mehta**  
Director

Sd/-  
**Ashok Bhanushali**  
Director

Place : Mumbai  
Date: 30<sup>th</sup> August, 2019

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

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### CEO/CFO CERTIFICATION

To,  
The Board of Directors,  
**TRIJAL INDUSTRIES LIMITED**  
19/168 Siddharth Nagar No -5,  
Goregaon (west), Mumbai – 400062.

We hereby certify that for the financial year, ending 31<sup>st</sup> March, 2019 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.**

Sd/-  
**Ashok Bhanushali**  
(CFO)

Sd/  
**Ketki Mehta**  
(CEO)

Date: 30<sup>th</sup> May, 2019  
Place: Mumbai

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

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### INDEPENDENT AUDITORS' REPORT

To,  
The Members of  
TRIJAL INDUSTRIES LIMITED

#### Opinion

We have audited the standalone financial statements of TRIJAL INDUSTRIES LIMITED ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March 2019, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the company as at 31<sup>st</sup> March, 2019, and its loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Management's Responsibility for the 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 the preparation of these standalone financial statements that give a true and fair view of the financial position, and financial performance 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 for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments 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 of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the Ind. AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Ind. AS 115 has become applicable on the Company with effect from April 1, 2018 which prescribes detailed guidance for various elements of revenue recognition and requires detailed contract assessment as per the accounting principles prescribed under the newly applicable accounting standard. The application of new revenue accounting standard involves certain key judgments and interpretations relating to identification of separate performance obligations, principal versus agent considerations, recognition of revenue over the period and recognition of contract acquisition costs. Accordingly, the matter has been identified as KAM.

The procedures performed includes following:

Assessed the Company's process to identify the impact of adoption of new revenue accounting standard;

Selected a sample of contracts and evaluated them along with supporting evidence to determine whether various elements of revenue recognition are assessed in accordance with the principles prescribed under Ind. AS 115;

Read and assessed the disclosure made in the financial statements for assessing compliance with disclosure requirements.

#### Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

# TRIJALINDUSTRIESLIMITED

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As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books ;
- c) The Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

For Mukesh & Associates  
Chartered Accountants  
FRN - 106599W

Sd/-  
(CA. Mukesh Shah)  
Proprietor  
M.NO. – 35005  
DATE : 30<sup>th</sup> May, 2019.  
PLACE : Mumbai.

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

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### ANNEXURE REFERRED TO IN POINT 1 OF REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF THE REPORT OF THE AUDITORS ON THE ACCOUNTS OF TRIJAL INDUSTRIES LIMITED FOR THE YEAR ENDED 31st MARCH, 2019

1 (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) A major portion of the assets has been physically verified by the management in accordance with the phased program of verification adopted by the company. In our opinion, the frequency of verification is reasonable. To the best of our knowledge, no material discrepancies have been noticed on such verification.

(c) The title deeds of immovable property are held in the name of the company.

2 The inventory has been physically verified by the management during the year at reasonable intervals. In our opinion, the frequency of verification is reasonable. On the basis of our examination of stock records, we are of the opinion that no material discrepancies were noticed on physical verification.

3 The company has not granted any secured or unsecured loans to any companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

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. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of section 73 to 76 of the Companies Act, 2013 or any other relevant provisions of the Act and the rules framed there under.

6. The company is not covered under the clause regarding maintenance of cost records as prescribed by the Central Government under section 148 (1) of the Companies Act, 2013 and as certified by the cost auditor, the company has maintained proper accounts and records for the same.

7. (a) According to the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, custom duty, excise duty, value added tax, cess and other statutory dues applicable to it.

(b) According to the records of the company, there are no dues of sales tax, service tax, custom duty, excise duty or value added tax on account of any dispute except dues of Sales Tax Department ( The Case is under appeal) as follows:

Financial Year 2010-11 Demand Raised Rs.23,88,767/- (Appeal Allowed ) Order passed in company's Favour, New Demand Rs. NIL  
Financial year 2012-13, Demand raised Rs. 23,79,101/- ( Appeal Pending )

8. According to information and explanation given to us the company has not defaulted in repayment of dues to any financial institution, bank or government. The company has not issued any debentures.

9. The company has not raised money by way of initial public offer or further public offer (including debt instrument) during the year. According to the information and explanation given to us the term loan of the company were applied for the purpose for which those are raised.

10. No fraud on or by the company has been noticed or reported during the year.

11. According to information and explanation given to us the company has paid or provided the managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 of the Companies Act, 2013.

12. The said company is not a Nidhi company. Hence the provisions of Nidhi company are not applicable.

13. According to information and explanation given to us the company has disclosed all the transactions with the related parties in compliance with the sections 177 and 188 of the Companies Act, 2013 and details have been enclosed in the Financial Statements as required by applicable accounting standard.

14. The company has not made any preferential allotment or private placements of shares.

15. According to information and explanation given to us the company has not entered into any non-cash transactions with directors or persons connected with them.

16. The company is not required to registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Mukesh & Associates**  
**Chartered Accountants**  
**FRN - 106599W**

**Sd/-**  
**(CA. Mukesh Shah)**  
**Proprietor**  
**M.NO. – 35005**

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

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ANNEXURE 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, 2019 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 judgment, 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; TRIJAL INDUSTRIES LIMITED.
- (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 authorizations of management and directors of the company; and (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized 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, 2019, 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 Mukesh & Associates**  
**Chartered Accountants**  
**FRN - 106599W**

**Sd/-**  
**(CA. Mukesh Shah)**  
**Proprietor**  
**M.NO. – 35005**

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

Balance Sheet as at March 31, 2019				(Amount in Rs.)	
Particulars	Note No.	Current Reporting Period		Previous Reporting Period	
		2018 - 2019		2017 – 18	
<b>ASSETS</b>					
<b>1) NON - CURRENT ASSETS</b>					
'a) Property, Plant & Equipment	2	140,871		45,198	
'b) Capital work-in- progress	3	-		-	
'c) intangible assets	4	-		-	
'd) Financial assets					
'i) Investment in associates & Subsidiaries	5	-		-	
'ii) Other investments	6	622,518		767,671	
'iii) Deposits	7	-		-	
'iv) Loans	8	2,640,500		2,760,862	
'v) Other Financial assets	9	-		-	
e) Income Tax Assets ( TDS)	10	60,000		20,000	
f) Other non current assets	11	-		-	
<b>TOTAL NON- CURRENT ASSETS</b>		3,463,889		3,593,731	
<b>2) CURRENT ASSETS</b>					
'a) Inventories	12	-		-	
'b) Financial assets					
'i) Trade receivables	13	2,601,000		2,516,000	
'ii) cash & cash equivalents	14	960,677		1,024,498	
'iii) Deposits	15	-		-	
'iv) Loans	16	-		-	
c) Other current assets	17	342,823		264,900	
<b>TOTAL CURRENT ASSETS</b>		3,904,500		3,805,398	
<b>TOTAL ASSETS</b>		7,368,389		7,399,129	

Particulars	Note No.	Current Reporting Period		Previous Reporting Period	
		2018 - 19		2017 - 18	
<b>EQUITY AND LIABILITIES</b>					
<b>EQUITY</b>					
'Equity share capital	18	50,161,000		50,161,000	
'Other equity	19	(43,610,215)		(43,487,630)	
		6,550,785		6,673,370	
<b>TOTAL EQUITY</b>					
<b>1) NON- CURRENT LIABILITIES</b>					
a) Financial liabilities					
'i) Borrowings	20	-		-	
ii)Deposits	21	-		-	
b) Provisions	22	-		-	
c) Deferred tax liabilities (net)	23	45,221		(13,281)	
<b>TOTAL NON- CURRENT LIABILITIES</b>		45,221		(13,281)	
<b>2) CURRENT LIABILITIES</b>					
a) Financial liabilities					
'i)'Borrowings	24	-		-	
ii)'Trade payables	25	-		-	
iii)'Deposits	26	-		-	
iv)'Other financial liabilities	27	772,383		739,040	
b) Provisions	28	-		-	
c) income tax liabilities (net)	29	-		-	
<b>TOTAL CURRENT LIABILITIES</b>		772,383		739,040	
<b>Significant Accounting Policies &amp; Notes to A/cs</b>	1 To 39				
<b>TOTAL EQUITY AND LIABILITIES</b>		7,368,389		7,399,129	

<b>MUKESH &amp; ASSOCIATES</b>		<b>For and on behalf of the Board of TRIJAL INDUSTRIES LIMITED</b>			
<b>Chartered Accountants</b>					
<b>Sd/-</b>		<b>Sd/-</b>		<b>Sd/-</b>	
<b>Mukesh Shah</b>					
<b>Proprietor</b>					
Member Ship No.	35005	Ketki Mehta	Ashok Bhanushali	Vibhuti Dongre	
Firm Reg No.	106599W	Director	Director	Director	
Place : Mumbai		DIN 0714255	DIN 03130730	DIN 3544267	
Date : 30th MAY, 2019		Place : MUMBAI			
		Date : 30th MAY, 2019			

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

Profit and Loss Statement for the year ended March 31, 2019						
(Amount in Rs.)						
	Particular s	Note No.	Current Reporting Period		Previous Reporting Period	
			2018 -19		2017 -18	
	INCOME					
	Revenue from operation	30	-		-	
	Other income	31	1,125,000		515,000	
	TOTAL			1,125,000		515,000
	EXPENDITURE					
	Cost of materials consumed	32	-		-	
	Purchase of traded Goods	33	-		-	
	Changes in inventories of finished goods, semi-finished goods and traded goods	34	-		-	
		35				
	Employee benefits expenses	36	316,000		186,948	
	Finance cost	37	-		-	
	Depreciating and amortization expense	2	64,327		13,661	
	Other expenses	38	663,603	1,043,930	570,427	771,036
	PROFIT BEFORE TAX AND EXCEPTIONAL ITEMS			81,070		(256,036)
	Extraordinary & Exceptional items					
	Recalculation of Depreciation as per IND-AS			-		
	PROFIT BEFORE TAX			81,070		(256,036)
	TAX EXPENSES	39				
	Current tax		-		-	
	Deferred tax		58,502	58,502	36,585	36,585
	PROFIT AFTER TAX			22,568		(219,451)
	Other Comprehensive Income/ (Loss)					
	Items that will not be reclassified to profit or loss		(145,153)		(117,376)	
	Measurements of net defined benefit plans		-		-	
	income tax relation to net defined benefit plans		-		-	
Other Comprehensive Income/ (Loss)			(145,153)		(117,376)	
TOTAL COMPREHENSIVE INCOME / (LOSS)			(122,585)		(336,827)	
EARNINGS PER SHARE						
Basic & diluted earning per share ( before exceptional items)			0.004		(0.044)	
Basic & diluted earning per share ( after exceptional items)			0.004		(0.044)	
( Face value of Rs. 10 each)						
Significant Accounting Policies & Notes to Accounts	1 To 39					

The accompanying Notes are an integral part of the Standalone financial statement

**MUKESH & ASSOCIATES**  
Chartered Accountants

Sd/-  
**Mukesh Shah**  
Proprietor  
Member Ship No. 35005  
Firm Reg No. 106599W

Place : Mumbai  
Date : 30th MAY, 2019

**For and on behalf of the Board of**  
**TRIJAL INDUSTRIES LIMITED**

Sd/- Sd/- Sd/-  
Ketki Mehta Ashok Bhanushali Vibhuti Dongre  
Director Director Director  
DIN 0714255 DIN 03130730 DIN 3544267

Place : MUMBAI  
Date : 30th MAY, 2019

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019		
(Pursuant to amended to Clause 32 of the Listing Agreement)		
PARTICULARS	31st MARCH 2019	31st MARCH 2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit (LOSS) before Taxation and Extra- Ordinary Items	(122,585)	(336,827)
Adjustments for :		
Reserve and Surplus	145,153	117,376
Depreciation Decrease in Assets	64,327	13,661
	-	-
Op. Profit before Working Capital Charges	86,895	(205,790)
Adjustments for : Current Assets		
(Increase) / Decrease in Trade and Other Receivables	(85,000)	250,000
(Increase) / Decrease in Inventories	-	-
(Increase) / Decrease in Other Current Assets	(77,923)	(20,000)
Adjustments for : Current Liabilities		
Increase / (Decrease) in Trade payable	-	-
Increase / (Decrease) in Short term Liabilities	80,362	(103,773)
Cash Generated from Operations	4,334	(79,563)
Provision / Payment of Direct Taxes	-	-
Transfer to / (from) Differed Tax Liability Reserve	58,502	(36,585)
Adjustment of Pr. Yr. in Def. Tax	-	-
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>62,836</b>	<b>(116,149)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(160,000)	-
Adjustment due to W/off of F.A	-	-
Share Appln. Money	-	-
Investment W/off	-	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>-</b>	<b>-</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Current Financial Liability	33,344	-
Proceeds from Re-payment of long Term Borrowing	-	-
Unsecured loans given during the year	-	(270,862)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(126,656)</b>	<b>(270,862)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(63,820)</b>	<b>(387,011)</b>
Cash and Cash Equivalents as at (Opening Balance)	1,024,497	1,411,508
Less: Cash and Cash Equivalents as at (Closing Balance)	960,677	1,024,497
<b>NET INCREASE AS DISCLOSED ABOVE</b>	<b>63,820</b>	<b>387,011</b>

**MUKESH & ASSOCIATES**  
Chartered Accountants

Sd/-

**Mukesh Shah**

**Proprietor**

Member Ship No. 35005

Firm Reg No. 106599W

Place : Mumbai

Date : 30th MAY, 2019

**For and on behalf of the Board of**  
**TRIJAL INDUSTRIES LIMITED**

Sd/-

Ketki Mehta

Director

DIN 0714255

Sd/-

Ashok Bhanushali

Director

DIN 03130730

Sd/-

Vibhuti Dongre

Director

DIN 3544267

Place : MUMBAI

Date : 30th MAY, 2019

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**Statement of Changes in Equity For the year ended on 31st March, 2019**

	Balance as at 1st April,2017	Changes in Equity Share Capital During the Year 2016- 17	Balance as on 31st March,2018	Changes in Equity Share Capital During the Year 2017-18	Balance as on 31st March,2019
<b><u>EQUITY SHARE CAPITAL</u></b>	50,161,000	-	50,161,000	-	50,161,000
TOTAL	50,161,000	-	50,161,000	-	50,161,000
<b><u>OTHER EQUITY</u></b>	Balance as on 31st March 2017		Balance as on 31st March 2018		Balance as on 31st March 2019
<b><u>Reserve and Surplus</u></b>					
opening Balance	(45,705,315)		(43,150,803)		(43,487,630)
Add/(Less): profit/(loss) for the period	(135,488)		(336,827)		(122,585)
Add: transferred from reserves.	2,690,000		-		-
Add: Transf. from Deferred Tax	-		-		-
<b>Balance carried to Balance sheet</b>	(43,150,803)		(43,487,630)		(43,610,215)

Place : MUMBAI  
Date : 30th MAY, 2019

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

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### **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 31st MARCH, 2019.

### **SIGNIFICANT ACCOUNTING POLICIES**

#### **1.1 Company Overview**

The Trijal industries Ltd (the company ) is public limited Company incorporated and domiciled in India and has registered office at 19/168 Siddharth Nagar No -5, Goregaon (west), Mumbai – 400062.. It is incorporated under Indian Companies Act 1956 and its shares are listed on the Bombay stock Exchange. The Trijal Industries Ltd is engaged in the trading of Goods and Misc. Financial Activities.

#### **1.2 Basis of Accounting & Preparation of Financial Statement.**

- These financial statement have been prepared in accordance with the Indian accounting standard (hereinafter referred to as the IndAS as notified under the Company (Indian Accounting standards) Rules, 2015 and Companies (Indian Accounting standards Amendments Rules 2016 prescribed under section 133 of the Company Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.
- The financial statements of the Company are prepared and presented on accrual basis and under the historical cost convention.

#### **1.3 Use of Estimates and judgments**

- The preparation of financial statements requires that the Management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made on these estimates.
- The estimates and judgments used in the financial statements are continuously evaluated by the company and are based on historic experience and various other assumptions and factors, including expectations of future events, that the company believes under the existing circumstances. Actual results could defer from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.
- All assets and liabilities have been classified as current or non-current as per the companies normal cycle of twelve months and other criteria set out in Schedule III of the Companies Act, 2013.

#### **1.4 Property, plant and equipment & intangible assets**

Property, Plant and Equipment

- All items of property, plant and equipments are measured at cost less accumulated depreciation and impairment losses, if any. Costs include all expenses directly attributable to the acquisition of the assets.

Intangible Assets

- The company is not holding any intangible asset as on date of balance sheet.

Capital Work-in-progress and pre-operative Expenses during Construction period

- The company is not having any Capital work-in-progress during the previous year.

Depreciation / amortization:

- Depreciation is provided on the WDV method applying the useful lives as prescribed in part C of Schedule II to the Companies Act 2013,
- The management believes that the useful life as given above the best represent the period over which the management expects to use these assets. The company reviews the useful lives and residual value at each reporting date
- Gains/ losses on disposals/de-recognition of property, plant and equipment are determined by comparing proceeds with carrying amount and these are recognizes in statement of profit & loss.

#### **1.5 Impairment of non-financial assets**

- The company assesses at each reporting date, whether there is any objective evidence that a non-financial asset or a group of non-financial assets are impaired. If any such indication exists, the company estimates the amounts of impairment loss, and an estimate of the recoverable amount of the individual asset is made.
- An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in profit or loss and reflected in an allowance account. When the company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be reacted objectively to an event occurring after the impairment was recognized, than the previously recognized impairment loss is reversed through profit or loss.

# TRIJALINDUSTRIESLIMITED

## 2018-2019

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### 1.6 Inventories

- Inventories, if any, are valued at cost or net realizable value, whichever is lower. Cost is determined on FIFO basis. The Company is not holding any inventory during the year.

### 1.7 Foreign currency Transactions

- The company is not having any foreign currency transactions during the year.

### 1.8 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.

### 1.9 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.

### 1.10 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.

### 1.11 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.

### 1.12 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

### 1.13 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

### ACCOUNTING STANDARDS:

#### 1.14 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.

#### 1.15 RELATED PARTY DISCLOSURE:

- A) Director of the company - Received temporary loan From Kamlesh Mehta, Director, at various occasions amounting to Rs. 14.30 Lacs and repaid during the years. 13.91 Lacs. Closing Balance as on 31/3/2019 is Rs. 0.48 Lacs only.
- B) Received loan from Ketki Mehta, Director/ Relative of Director - opening Balance 1.20 lacs receivable, received during the year Rs.1.20 Lacs, Closing Balance Rs. NIL.

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 it's not against the prudent interest of the company.

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

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### 1.16 LEASE AGREEMENT:

The Company has entered in to an agreement of short term lease : For Office at Mumbai w.e.f. from 1-04-2019 and will terminate on 31-03-2020 and can be renewed further. Lease rental of Rs.17,000/- per month.

### 1.17 Standards issued but not yet effective.

The amendments to standards that are issued, but not yet effective, upto the date of issuance of the Company's financial statements is disclosed below. The Company intends to adopt these standards, if applicable, when they become effective.

#### **Ind. AS 116 - Leases**

Ind. AS 116 Leases was notified in March 2019 and it replaces Ind AS 17 Leases. Ind AS 116 is effective for annual periods beginning on or after 1st April, 2019. It sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. Lessor accounting under Ind AS 116 is substantially unchanged from today's accounting under Ind AS 17. Ind AS 116 requires lessees and lessors to make more extensive disclosures than under Ind AS 17. The Company is in the process of evaluating the requirements of the standard and its impact on its financial statements.

#### **Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)**

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in statement of profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12. The amendment to Appendix C of Ind. AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgment, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its financial statements.

#### **Ind AS 109 – Prepayment Features with Negative Compensation**

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

#### **Ind AS 19 – Plan Amendment, Curtailment or Settlement**

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

#### **Ind AS 23 – Borrowing Costs**

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

#### **Ind AS 28 – Long-term Interests in Associates and Joint Ventures**

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The Company does not currently have any such long-term interests in associates and joint ventures

**Ind AS 103 – Business Combinations and Ind AS 111 - Joint Arrangements** The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Company will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

### 1.18 EARNING PER SHARE:

	<u>Amount (Rs.)</u>	
	2018-2019	2017-2018
a. Weighted average number of share at the beginning and at the end of the year	50,16,100	50,16,100
b. Net Profit before Exceptional Items	22,568	(219,451)
c. Net Profit /(LOSS) after tax available for equity share holders	(1,22,585)	(3,36,827)
d. Basic earnings per Share before Exceptional Items	0.004	(0.044)
e. Diluted earnings per share before Exceptional Items	0.004	(0.044)

### 1.19 DEFERRED TAX LIABILITY

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

	<u>Amount (Rs.)</u>	
	<u>2018-2019</u>	<u>2017-2018</u>
W.D.V. of F.A as per Companies Act. As on 31.03.2019	1,40,871	45,198
W.D.V. of F.A as per Income Tax Act. As on 31.03.2019	1,41,977	88,180
	-----	-----
Difference	1,106	42,982
	=====	=====
Deferred Tax Liability @26 % on Rs. 1,106/-	(288)	(13,281)
Unabsorbed Losses	45,509	--
<u>Less:</u> Provision made up to last year - 2018-2019	(13,281)	23,304
	-----	-----
Deferred Tax Provision now provided/(Reversed) this year.	58,502	(36,585)
	=====	=====

### 1.20 Accounting for effects of change in Foreign Exchange.

- The Company does not have any foreign currency transactions during the year.

### 1.21 Capital Commitment : During the Year Rs. Nil (Previous Year - Nil)

### 1.22 Remuneration to directors : No remuneration has been paid to directors ( previous year NIL )

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

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

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

### 1.26 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.

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

### 1.28 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).

### 1.29 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 2012-13 demanding a VAT Tax of Rs. 23.77/- lacs and Rs.11.94/- lacs as Interest and Rs. 11.94/- lacs as Penalty for the period totalling to Rs.47.77/- lacs .

**FOR Mukesh & Associates**  
**CHARTERED ACCOUNTANTS**

**FOR TRIJAL INDUSTRIES LTD.**

Sd/-

Sd/-

Sd/-

Sd/-

**Mukesh Shah**  
**(Proprietor).**

**KETKI K. MEHTA)**  
**(DIRECTOR)**

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

**( VIBHUTI A.DONGRE)**  
**(DIRECTOR)**

FRN - 106599W

Membership no. 35005

PLACE : Mumbai.

DATED : 30th MAY 2019.

PLACE : Mumbai.

DATED : 30th MAY 2019.

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

### Note 2 - PROPERTY, PLANT & EQUIPMENT- Accounting Year 2018-19

		Furniture and Fixtures	Office Equipment	Computers	TOTAL
	<b>Gross Carrying amount 2018 - 19</b>				
1	Beginning of Current Period 31-3-2018	153,157	150,573	326,059	629,789
2	Additions 2018 - 19	-	-	160,000	160,000
3	Acquisitions through Business Combinations 2018-19	-	-	-	-
4	Deductions/Adjustments 2018 - 19	-	-	-	-
5	<b>End of Current Period 2018-19</b>	<b>153,157</b>	<b>150,573</b>	<b>486,059</b>	<b>789,789</b>
	<b>Accumulated Depreciation UP TO 2018 - 19</b>				
1	Upto Beginning of Current Period 31-3-2018	141,037	114,751	328,803	584,591
2	For the Period 2018-19	-	13,661	50,666	64,327
3	Deductions/Adjustments 2018-19	-	-	-	-
4	<b>Upto End of Current Period 2018-19</b>	<b>141,037</b>	<b>128,412</b>	<b>379,469</b>	<b>648,918</b>
	<b>Net Carrying Amount</b>				
1	Before Impairment 2018-19	-	-	-	-
2	Impairment 2018-19	-	-	-	-
3	<b>End of Current Period as on 31-3-2019</b>	<b>12,120</b>	<b>22,161</b>	<b>106,590</b>	<b>140,871</b>
4	<b>End of Previous Period as on 31-3-2018</b>	<b>12,120</b>	<b>35,822</b>	<b>(2,744)</b>	<b>45,198</b>

### Note 3 - CAPITAL WORK IN PROGRESS- Accounting Year 2018-19

Projects & Capital Work in Progress –	
1. Beginning of the year 1 st APRIL 2019	0
2. Additions During the year 2018-19	0
3. Deduction During the year 2018-19	0
4. End of the year 31st March, 2019	0

### Note 4 - INTANGIBLE ASSETS - Accounting Year 2018-19

1. Beginning of the year 1 st APRIL 2018	0
2. Additions During the year 2018-19	0
3. Deduction During the year 2018-19	0
4. End of the year 31st March, 2019	0

# TRIJAL INDUSTRIES LIMITED

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019			
ASSETS			
NON CURRENT ASSETS		(Amount in Rs.)	
Particulars	Current Reporting Period 2018 - 19	Previous Reporting Period 2017 - 18	
<b>Note 5 - INVESTMENT IN ASSOCIATES AND SUBSIDIARIES</b>			
Non Current			
i) Investment in Associates	-	-	-
ii) Investment in Subsidiaries	-	-	-
<b>Note 6 - OTHER INVESTMENTS (Non Current)</b>			
(a) Investment in Properties	-	-	-
(b) In Equity / Preference Shares			
Quoted fully paid up / partly paid up			
Subsidiary Companies	-	-	-
Associate Companies	-	-	-
Joint Ventures	-	-	-
Others - Shares value as on 31-3-19	622,518	767,671	
Unquoted fully paid up / partly paid up			
Subsidiary Companies	-	-	-
Associate Companies	-	-	-
Joint Ventures	-	-	-
Others	-	-	-
<b>TOTAL</b>	<b>622,518</b>	<b>767,671</b>	
(c) In Government or Trust Securities			
Quoted fully paid up / partly paid up	-	-	-
Unquoted fully paid up / partly paid up	-	-	-
(d) In Debentures or Bonds			
Quoted /Unquoted fully paid up / partly paid up			
Subsidiary Companies	-	-	-
Associate Companies	-	-	-
Joint Ventures	-	-	-
Others	-	-	-
(e) In Mutual Funds			
Quoted fully paid up / partly paid up	-	-	-
Unquoted fully paid up / partly paid up	-	-	-
(f) In Partnership Firms	-	-	-
(g) Other Non-Current Investments (specify nature)	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Other Non Trade Investments</b>	<b>622,518</b>	<b>767,671</b>	
<b>Note 7 - DEPOSITES</b>			
Non Current Deposits	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Note 8 - Non Current Loans &amp; Advances (Long Term)</b>			
			(Amount in Rs.)
Particulars	Current Reporting Period 2018 - 19	Previous Reporting Period 2017 - 18	
(a) Capital Advances			
Secured, considered good	-	-	-
Unsecured, considered good	-	-	-
Doubtful	-	-	-
Less: Provision for Doubtful Debts	-	-	-
(b) Security Deposits	-	-	-
(c) Loans & Advances to Related Parties	-	-	-
(d) Other Loan and Advances -	2,640,500	2,760,862	
<b>TOTAL</b>	<b>2,640,500</b>	<b>2,760,862</b>	<b>2,760,862</b>

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

### NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(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
	2018 - 19	2017 - 18
(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 9 - Other Non-Current Financial Assets (Long Term)

Particulars	Current Reporting Period	Previous Reporting Period
	2018 - 19	2017 - 18
<b>(a) Long Term Receivable</b>		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
	-	-
<b>(b) Others (specify nature)</b>	-	-
<b>GRAND TOTAL</b>	<b>-</b>	<b>-</b>

#### Note 10 - INCOME TAX ASSETS

##### 1) DEFERRED TAX ASSETS

Particulars	Current Reporting Period	Previous Reporting Period
	2018 - 19	2017 - 18
<b>Assets</b>		
(i) Disallowance under the I.T. Act, 1961	-	-
(ii) Others	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>
<b>Liabilities</b>		
(i) Related to Fixed Assets	-	-
(ii) Reinstatement of financial assets / liabilities	-	-
(iii) Timing differences	-	-
(iv) Others	-	-
<b>Total Deferred Tax Assets (Net)</b>	<b>-</b>	<b>-</b>

2) Advance payment of taxes

-

-

3) Tax Deducted at source

60,000

20,000

4) Tax Refund Receivable

-

-

60,000

20,000

#### Note 11 - OTHER NON CURRENT ASSETS

Particulars	Current Reporting Period	Previous Reporting Period
	2018 - 19	2017 - 18
<b>(a) Long Term Receivable</b>		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
	-	-
<b>(b) Others (specify nature)</b>	-	-
<b>GRAND TOTAL</b>	<b>-</b>	<b>-</b>

#### 2) CURRENT ASSETS

##### a) Note 12 - INVENTORIES

Particulars	Current Reporting Period	Previous Reporting Period
	2018 - 19	2017 - 18
<b>(a) Raw Material</b>		
Goods-in-Transit	-	-
Others	-	-
	-	-
<b>(b) Work in Progress</b>	-	-
<b>(c) Finished Goods</b>	-	-
<b>(d) Stock In Trade</b>	-	-
<b>(e) Stores &amp; Spares</b>	-	-
<b>(f) Others (specify nature)</b>	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

# TRIJAL INDUSTRIES LIMITED

## 2018-2019

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019		
b) CURRENT FINANCIAL ASSETS		
1) Note - 13 Trade Receivables		
Particulars	Current Reporting Period	Previous Reporting Period
	2018 - 19	2017 - 18
(a) Due for a period exceeding six months		
Secured, considered good	-	-
Unsecured, considered good	2,176,000	2,516,000
Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
	2,176,000	2,516,000
(b) Others		
Secured, considered good	425,000	-
Unsecured, considered good	-	-
Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
	425,000	-
<b>TOTAL</b>	<b>2,601,000</b>	<b>2,516,000</b>
2) Note - 14 Cash & Cash equivalents		
Particulars	Current Reporting Period	Previous Reporting Period
	2018 - 19	2017 - 18
(a) Balance with banks (excluding bank deposits with more than 12 months maturity)	48,488	46,808
(b) Bank deposits with more than 12 months maturity	-	-
(c) Cash on Hand	912,186	977,690
(d) Others (specify nature)	-	-
<b>TOTAL</b>	<b>960,674</b>	<b>1,024,498</b>
3) Note 15 - Deposits		
Other Current Deposits	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>
Note 16 - Short-Term Loans and Advances (Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
	2018 - 19	2017 - 18
(a) Loans and Advances to Related Parties	-	-
(b) Other Loan and Advances (specify nature)	-	-
<b>GRAND TOTAL</b>	<b>-</b>	<b>-</b>
Detailed note on loans and advances due by the following persons (as currently given): (Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
	2018 - 19	2017 - 18
(i) Directors and other officers	-	-
(ii) Firms in which any director is a partner	-	-
(iii) Private companies in which director is a member/	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>
Note - 17 Other Current Assets (Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
	2018 - 19	2017 - 18
(a) Interest accrued on investments and deposits	-	-
(b) Other advances receivable in cash or kind or for value to be received	342,823	264,900
(c) Other (specify nature)	-	-
<b>TOTAL</b>	<b>342,823</b>	<b>264,900</b>

# TRIJALINDUSTRIESLIMITED

## 2018-2019

### NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

#### EQUITY & LIABILITIES

#### Note 18 - EQUITY SHARE CAPITAL

		(Amount in Rs.)	
(a)	Particulars	Current Reporting Period	Previous Reporting Period
		2018 - 19	2017 - 18
I)	<b>EQUITY SHARES</b>		
	<b>Authorised</b>		
	52,50,000 (P.Y. 52,50,000) Equity Shares of Rs. 10/- each	52,50,000	52,50,000
	NIL (P.Y- NIL ) Preference Shares of Rs. 10/- each	-	-
	<b>TOTAL</b>	<b>52,50,000</b>	<b>52,50,000</b>
	<b>Issued, Subscribed and Paid up</b>		
	50,16,100 (PY 50,16,100) Equity Shares of Rs.10/- each fully paid up /	50,161,000	50,161,000
	partly paid up	-	-
	Less: Calls-in-arrears by Directors and Officers	-	-
	Less: Calls-in-arrears by Others	<b>50,161,000</b>	<b>50,161,000</b>
II)	<b>PREFERENCE SHARES</b>		
	...NIL... (Prev. Yr. ...NIL...)	<b>50,161,000</b>	<b>50,161,000</b>
	<b>TOTAL</b>		
(c)	<b>Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period</b>	(Amount in Rs.)	
	<b>Particulars</b>	<b>Equity Shares</b>	
		<b>Number</b>	<b>Amount</b>
	<b>No. of shares at the beginning of the year</b>	<b>5,016,100</b>	<b>50,161,000</b>
	Add: Issue of Shares during the year	-	-
	Public Issue	-	-
	Bonus Issue	-	-
	Conversion of Securities/Debts/ESOSs/ESPPs	-	-
	Scheme of Arrangement	-	-
		<b>5,016,100</b>	<b>50,161,000</b>
	Less: Deduction during the year on account of		
	Buyback	-	-
	Redemption	-	-
	Forfeiture	-	-
	Reduction	-	-
	<b>No. of shares at the end of the year</b>	<b>5,016,100</b>	<b>50,161,000</b>
(d)	<b>Equity Shares Movements during 5 Years Preceding March 31, 2019</b>	(Amount in Rs.)	
	<b>Particulars</b>	<b>Current Reporting Period</b>	<b>Previous Reporting Period</b>
	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)	<b>Details of Shareholding in Holding/Subsidiary/ Associate Company</b>	(Amount in Rs.)	
	<b>No. of Shares held by</b>	<b>Current Reporting Period</b>	
		<b>Equity</b>	<b>Preference</b>
	Holding Company	-	-
	Ultimate Holding Company	-	-
	Subsidiary of the Company	-	-
	Subsidiary of the Holding Company	-	-
	Subsidiary of the Ultimate Holding Company	-	-
	Associate of the Company	-	-
	Associate of the Holding Company	-	-
	Associate of the Ultimate Holding Company	-	-
	Held by each shareholder holding more than 5% shar	633,530	633,530
	<b>TOTAL</b>	<b>633,530</b>	<b>-</b>

# TRIJALINDUSTRIESLIMITED

## 2018-2019

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019		
<b>Note 19 - OTHER EQUITY</b>		
	(Amount in Rs.)	
Particulars	Current Reporting Period	Previous Reporting Period
	2018 - 19	2017 - 18
<b>(a) Capital Reserve</b>		
As per last Balance Sheet	-	-
Add / Less: Transferred to/from Profit and Loss Account	-	-
<b>TOTAL</b>	-	-
<b>(b) Capital Redemption Reserve</b>	-	-
<b>(c) Securities Premium Reserve</b>	-	-
As per last Balance Sheet	-	-
Add /Less: Adjustment during the year	-	-
<b>TOTAL</b>	-	-
<b>(d) Debenture Redemption Reserve</b>	-	-
<b>(e) Revaluation Reserve</b>	-	-
<b>(f) Shares Options Outstanding Account</b>	-	-
<b>(g) General Reserve</b>		
As per last Balance Sheet	-	-
Add: transferred from Profit and Loss Account	-	-
Less: transferred to Profit and Loss Account	-	-
<b>TOTAL</b>	-	-
<b>(h) Other Reserves (specify nature)</b>		
<b>(i) Profit &amp; Loss Account</b>		
As per last Balance Sheet	(43,487,630)	(43,150,803)
Add/(Less): profit/(loss) for the period	22,568	(219,451)
Add/Less: Other Comprehensive income /(loss)	(145,153)	(117,376)
	(43,610,215)	(43,487,630)
<b>TOTAL</b>	<b>(43,610,215)</b>	<b>(43,487,630)</b>
<b>NON CURRENT LIABILITIES</b>		
<b>FINANCIAL LIABILITIES</b>		
<b>Note 20 - BORROWINGS</b>		
A Secured Loans	-	-
B Unsecured Loans	-	-
	-	-
<b>Note - 21 DEPOSITES</b>		
Non-Current Deposits	-	-
<b>Note - 22 - PROVISIONS</b>		
Non-Current Provisions	-	-
<b>Note - 23 - DEFERRED TAX LIABILITIES (NET)</b>		
Deferred tax liabilities (net)	45,221	(13,281)
<b>TOTAL NON CURRENT LIABILITIES</b>	<b>45,221</b>	<b>(13,281)</b>
<b>CURRENT LIABILITIES</b>		
<b>Note 24 - BORROWINGS</b>		
A Secured Loans	-	-
B Unsecured Loans	-	-
<b>TOTAL</b>	-	-
<b>Note - 25 TRADE PAYABLE</b>		
Current Trade Payable	-	-
<b>Note - 26 DEPOSITES</b>		
CURRENT DEPOSITES	-	-
<b>Note - 27 OTHER FINANCIAL LIABILITIES</b>		
OTHER CURRENT FINANCIAL LIABILITIES	772,383	739,040
<b>Note - 28 - PROVISIONS</b>		
Current Provisions	-	-
<b>Note - 29 - DEFERRED TAX LIABILITIES (NET)</b>		
Deferred tax liabilities (net)	-	-

# TRIJALINDUSTRIESLIMITED

## 2018-2019

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019				
<b>Note 30 - Gross Revenue from Operations</b>		(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period		
	2018 - 19	2017 - 18		
(a) Sale of Products	-	-		
(b) Sale Of Services	-	-		
(c) Other Operating Revenues	-	-		
<b>TOTAL</b>	<b>-</b>	<b>-</b>		
<b>Note 31 - Other Income</b>		(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period		
	2018 - 19	2017 - 18		
(a) Interest Income	-	-		
(b) Dividend	-	-		
(i) From Subsidiaries	-	-		
(ii) From Others	-	-		
(c) Net Gain on Sale Of Investment	-	-		
(e) Net gain on foreign currency transaction and translation (other than considered as finance cost)	-	-		
(f) Net gain on sale of Fixed Assets	-	-		
(h) Any income exceeding 1% of revenue from operations or Rs. 1,00,000, whichever is higher	1,125,000	515,000		
(h) Any income exceeding 1% of revenue from operations or Rs. 1,00,000, whichever is higher	-	-		
<b>TOTAL</b>	<b>1,125,000</b>	<b>515,000</b>		
<b>Note 32 - Cost of Materials Consumed</b>		(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period		
	2018 - 19	2017 - 18		
<b>(A) Raw Materials :</b>				
Raw Materials Consumed	-	-		
	-	-		
<b>(B) Packing Materials</b>				
Packing Materials Consumed	-	-		
	-	-		
<b>TOTAL</b>	<b>-</b>	<b>-</b>		
<b>Note 33 - Purchases of Traded Items</b>		(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period		
	2018 - 19	2017 - 18		
Under broad heads	-	-		
<b>TOTAL</b>	<b>-</b>	<b>-</b>		
<b>Note 34 - Changes in Inventories</b>		(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period		
	2018 - 19	2017 - 18		
<b>(a) At the end of the period</b>				
(i) Finished Goods	-	-		
(ii) Work-in-Progress	-	-		
(iii) Stock-in-Trade	-	-		
<b>(a) At the beginning of the period</b>				
(i) Finished Goods	-	-		
(ii) Work-in-Progress	-	-		
(iii) Stock-in-Trade	-	-		
<b>TOTAL</b>	<b>-</b>	<b>-</b>		
<b>Note 35 - Employees Benefits Expenses</b>		(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period		
	2018 - 19	2017 - 18		
(i) Salaries And Wages	316,000	167,195		
(ii) Contribution to Provident & Other Funds	-	-		
(iii) ESOSs/ESPPs	-	-		
(iv) Staff Welfare Expenses	-	19,753		
(v) Gratuity	-	-		
<b>TOTAL</b>	<b>316,000</b>	<b>186,948</b>		
<b>Note 36 - Finance Cost</b>		(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period		
	2018 - 19	2017 - 18		
(a) Interest Expenses	-	-		
(b) Other Borrowing cost	-	-		
(c) Net Loss on foreign currency transaction and translations (As per AS-16)	-	-		
<b>TOTAL</b>	<b>-</b>	<b>-</b>		

# TRIJAL INDUSTRIES LIMITED

## NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in Rs.)

### Note 37 - Other Expenses

Particulars	Current Reporting Period	Previous Reporting Period
	2018 - 19	2017 - 18
<b>(A) Manufacturing Expenses</b>		
(a) Consumption of Stores & Spares	-	-
(b) Power & Fuel	-	-
(c) Repairs to Building	-	-
(d) Repairs to Machinery	-	-
(e) Labour, processing, production and machinery hire charges	-	-
(f) Other manufacturing expenses	-	-
	-	-
<b>(B) Selling and Distribution Expenses</b>		
(a) Sales promotion and advertisement expenses	-	-
(b) Brokerage, discount and commission	-	-
(c) Packing expenses	-	-
(d) Carriage Outwards	-	-
(e) Other selling and distribution expenses	-	-
	-	-
<b>(C) Administrative and General Expenses</b>		
(a) Rent	-	-
(b) Insurance	-	-
(c) Rates & Taxes	65,700	69,376
(d) legal & professional Fees - other than payments to auditor	103,137	25,000
<b>(e) Payment to Auditors</b>		
Audit fees	30,000	25,000
For Reimbursement of Expenses	-	-
(f) Provision For Losses of Subsidiaries companies	-	-
(g) Net Loss on sale of Investments	-	-
(h) Net Loss on foreign currency transaction and translation (other than considered as finance cost)	-	-
(i) Any expenses exceeding 1% of revenue from operations or Rs. 1,00,000, whichever is higher	-	-
(j) Miscellaneous Expenses - General Admin Exp	464,766	451,051
<b>Total Admin &amp; Gen. Exp.</b>	<b>663,603</b>	<b>570,427</b>
<b>TOTAL - Other Expenses</b>	<b>663,603</b>	<b>570,427</b>

### Note - 38 - Extraordinary & Exceptional Items

(Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
	2018 - 19	2017 - 18
(i) Specify nature, if any	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

### Note No - 39 - Earning Per Equity Share

(Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
	2018 - 19	2017 - 18
(a) Net profit after tax attributable to equity shareholders for Add/Less: Adjustment relating to potential equity shares	22,568	(219,451)
(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
© Basic EPS	0.0004	(0.044)
Diluted EPS	0.0004	(0.044)
Face Value per Equity Share (Rs.)	10	10
<b>(d) Reconciliation between no. of shares used for calculating basic and diluted EPS</b>		
No. of shares used for calculating Basic EPS	5,016,100	5,016,100
Add: Potential equity shares	-	-
No. of shares used for calculating Diluted EPS	5,016,100	5,016,100
<b>TOTAL</b>	<b>5,016,100</b>	<b>5,016,100</b>

# TRIJALINDUSTRIESLIMITED

## 2018-2019

**TRIJAL INDUSTRIES LTD**  
CIN: L65990MH1991PLC062238  
REGD. OFFICE: 19/168 Siddharth Nagar No -5,  
Goregaon (west), Mumbai – 400062. Tel.: 022-28749244E-  
Mail: trijalindustries@rediff.com  
Website: www.trijalindustries.com

### ATTENDANCE SLIP

(To be presented at the entrance)

Members Name	DP ID _____
Proxy Name	Folio No./Client ID _____

I/We hereby record my/our presence at the 28<sup>th</sup> ANNUAL **GENERAL MEETING** of the Company held Monday the 30<sup>th</sup> September, 2018 at 12.00 P.M. At Excellency Hall, 4<sup>th</sup> Cross Road, Swami Samarth Nagar, Lokhandwala Complex, Andheri East, Mumbai - 40053

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

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# TRIJALINDUSTRIESLIMITED

## 2018-2019

As per my/our proxy to vote for me/us on my/our behalf at the 28<sup>th</sup> Annual General Meeting of the Company on Monday the 30<sup>th</sup> September, 2019 at 12.00 P.M. at Excellency Banquet hall, 4th Cross Road, Swami Samarth Nagar, Lokhandwala complex, Andheri west, MUMBAI -400053 and adjournment thereof in respect of such resolutions and in such manner as are indicated below.

Resolution No	Resolution	No. of Shares	Voted For	Voted Against
	<b>Ordinary Business :</b>			
1	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2019			
2	To appoint a Director in place of Mrs. Ketki Mehta (DIN 07140255) of the company, who retires by rotation & being eligible offers himself for Reappointment.			
	<b>Special Business :</b>			
3	Appointment Of Mrs. Vibhuti Anand Dongare (Din 03544267) As An Independent Director Of The Company			
4	Appointment Of Mrs. Aarti Siddharth Beheray (Din 02577085) As An Independent Director Of The Company			
5	Appointment Of Mrs. Ketki Mehta (Din 07140255) As An Director Of The Company:			
6	Alteration of Memorandum of Association as per the provisions of the Companies Act, 2013(special Business)			

Re 1/-  
Stamp

Signed this -----day of -----2019

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 then 48 hours before the commencement of the meeting.
2. For the resolutions, explanatory statements and notes, please refer to the notice of 28<sup>th</sup> Annual General Meeting.
3. \*It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he/ she thinks appropriate
4. Please complete all details including details of member(s) in the above box before submission

# TRIJA INDUSTRIES LIMITED

## 2018-2019

### 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,  
**TRIJA INDUSTRIES LIMITED**  
19/168 Siddharth Nagar No -5,  
Goregaon (west), Mumbai – 400062.

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 THESE 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**  
**2018-2019**

**BALLOT PAPER**

**TRIJAL INDUSTRIES LIMITED**  
(CIN: L65990MH1991PLC062238)  
REGD. OFFICE: 19/168 Siddharth Nagar No -5,  
Goregaon (west), Mumbai – 400062. Tel.: 022-28749244,  
E-Mail: [trijalindustries@rediff.com](mailto:trijalindustries@rediff.com), Website: [www.trijalindustries.com](http://www.trijalindustries.com)

**28<sup>th</sup> Annual General Meeting**

**ASSENT / DISSENT 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. / DPID 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	Resolution	No. of Shares	Voted For	Voted Against
	<b>Ordinary Business :</b>			
1	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2019			
2	To appoint a Director in place of Mrs. Ketki Mehta (DIN 07140255) of the company, who retires by rotation & being eligible offers himself for Reappointment.			
	<b>Special Business :</b>			
3	Appointment Of Mrs. Vibhuti Anand Dongare (Din 03544267) As An Independent Director Of The Company			
4	Appointment Of Mrs. Aarti Siddharth Beheray (Din 02577085) As An Independent Director Of The Company			
5	Appointment Of Mrs. Ketki Mehta (Din 07140255) As An Director Of The Company:			
6	Alteration of Memorandum of Association as per the provisions of the Companies Act, 2013 (special Business)			

Place :

Date :

Signature of the Member/ Authorised Representative

Notes:

- i) **If you opt to cast your vote by voting, there is no need to fill up and sign this form.**
- ii) Last date for receipt of Assent/ Dissent Form: 28<sup>th</sup> September, 2019 (5.00pm IST)
- iii) Please read the instructions printed overleaf carefully before exercising your vote.

**TRIJAL INDUSTRIES LIMITED**  
**2018-2019**

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**General Instructions**

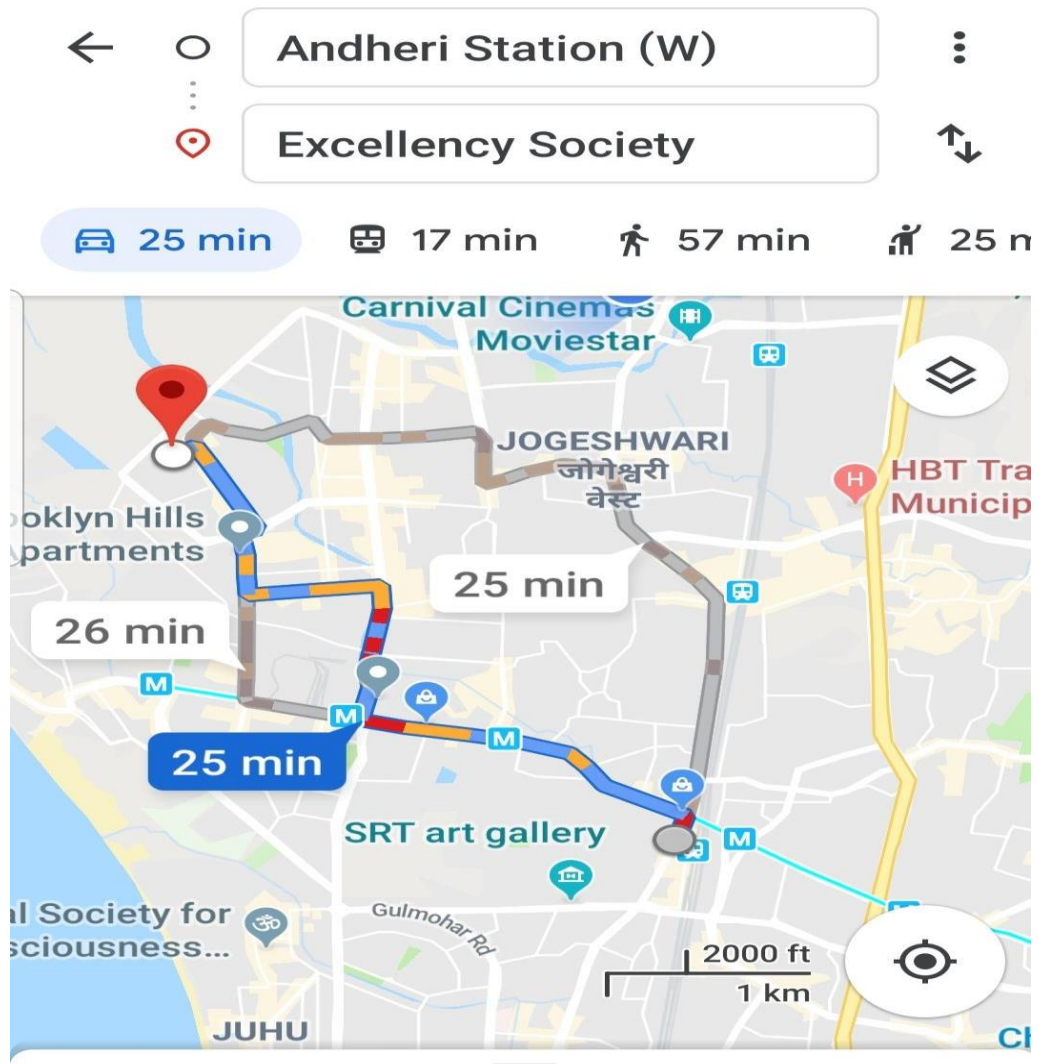
1. Shareholders have option of vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent 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 31<sup>st</sup> August, 2019 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the share-holders 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, 2019. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
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 (✓) 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  
2018-2019

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25 min (4.9 km)

TRIJAL INDUSTRIES LIMITED  
2018-2019

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BOOK-POST

(Printed Matter)

To,

If Undelivered please return to:

**TRIJAL INDUSTRIES LTD**

Regd. Office: 19/168 Siddharth Nagar No -5,  
Goregaon (west), Mumbai – 400062.