



Trinity Tradelink Ltd.

Annual Report
2014-2015





CONTENTS:

| | |
|---|----|
| 1. Company Overview | |
| 2. Corporate Information | 1 |
| 3. Notice | 2 |
| 4. Details of Directors Seeking Appointment/Re-Appointment | 7 |
| 5. Directors' Report | 8 |
| 6. Secreterial Audit Report (Annexure - 1) | 14 |
| 7. MGT - 9 (Annexure - 2) | 17 |
| 8. Contract & Arrangement with related parties AOC - 2 (Annexure - 3) | 32 |
| 9. Management Discussion and Analysis Report | 33 |
| 10. Corporate Governance Report | 35 |
| 11. Nomination & Remuneration Policy | 46 |
| 12. CEO/CFO Certification | 48 |
| 13. Certificate of Compliance with the Code of Conduct of the Company | 49 |
| 14. Certificate of Corporate Governance | 50 |
| 15. Auditor's Report. | 51 |
| 16. Balance Sheet | 54 |
| 17. Statement of Profit & Loss | 55 |
| 18. Cash Flow Statement | 56 |
| 19. Schedules & Notes to Accounts | 57 |
| 20. Attendance Slip | 69 |
| 21. Proxy Form | 71 |

Forward Looking Statement:

In this Annual Report, we have disclosed forward looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements that we periodically make contain forward looking statements that set out anticipated results based on the management's plans and assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.



CORPORATE INFORMATION

BOARD OF DIRECTORS

| | | |
|--------------------|------------------|-------------------------------------|
| Mr. Vikrant Kayan | Din No. 00761044 | Chairperson & Managing Director |
| Mr. Bhaskar Paul | Din No. 06545416 | Non-Executive, Independent Director |
| Mr. Vikash Dubey | Din No. 06548810 | Non-Executive, Independent Director |
| Mrs. Purnima Maity | Din No. 06932797 | Non-Executive, Additional Director |
| Mr. Shyam Gurung | Din No. 06841231 | Additional Director |

KEY MANAGERIAL PERSONNEL

| | |
|--------------------------|--|
| Mr. Vikrant Kayan | Managing Director |
| Mr. Saroj Kumar Sarawgee | Chief Financial Officer (CFO) |
| Ms. Neha Singh | Company Secretary & Compliance Officer |

| | |
|---------------------------------------|--|
| STATUTORY AUDITORS | M/s. D. K. Chhajer & Co. Nilhat House, 11, R.N. Mukherjee Road, Ground Floor, Kolkata-700 001, West Bengal |
| REGISTERED OFFICE | Trinity Tradelink Limited (Formerly Omnitech Petroleum Limited) 16 & 17, Washington Plaza, Dispensary Road, Goregaon (W) Mumbai - 400 062, Maharashtra Phone : 022 - 2873 0274 Fax : 022 - 2873 0275 E-mail : info@trinitytrade.in, investors@trinitytrade.in Website: www.trinitytrade.in |
| CORPORATE OFFICE | 238B, A.J.C. Bose Road, Unit 4B, 4th Floor, Kolkata- 700020 Tel.: +91 33 2290 3860, Fax: +91 33 2290 3867 E-mail Id- corpoffice@trinitytrade.in |
| REGISTRAR & TRANSFER AGENT | Adroit Corporate Services Pvt. Ltd. 19/20 Jaferbhoy Industrial Estate. 1st Floor, Makwana Road, Marol Naka, Andheri East, Mumbai - 400 059. Tel. No. : 022 - 2859 0942, 2859 4060, 4227 0400 Fax No. : 022 - 2850 3748 E- mail : sshetty@adroitcorporate.com : pratapp@adroitcorporate.com : valsas@adroitcorporate.com |
| CIN NO. | L11103MH1985PLC035826 |
| LISTING INFORMATION | BSE Limited (BSE) Scrip Code:512417 Scrip ID:TRITRADE |
| CONNECTIVITY | National Securities Depository Limited (NSDL) Central Depository Services (India) Limited (CDSL) ISIN: - INE567D01022 |

NOTICE

Notice is hereby given that the Annual General Meeting ("AGM") of the Members of Trinity Tradelink Limited (Formerly, Omnitech Petroleum Limited) will be held on Tuesday, 29th September, 2015 at 01:30 PM at M.C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Bldg., 18/20, K. Dubash Marg, Kala Ghoda, Mumbai – 400 001 to transact the following business:

ORDINARY BUSINESS:

Item No. 1-Adoption of Financial Statements

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.

Item No. 2-Declaration of Dividend

To declare a Final Dividend of 0.003 Paise per equity share of Re. 1/- each for the Financial Year 2014-15.

Item No. 3-Re-appointment of Director

To appoint a director in place of Mr. Vikrant Kayan (DIN No. 00761044), who retires by rotation and, being eligible, seeks re-appointment.

Item no. 4-Appointment of Auditors

To re-appoint the auditor of the Company and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 139, 142(1) and all other applicable provisions, if any of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, and upon recommendations of the Audit Committee the retiring Auditors M/s. D. K. Chhajjar & Co., Chartered Accountants (FRN : 304138E), be and is hereby re-appointed as the Auditors of the Company to hold such office for a term of five years subject to ratification by members at every Annual General Meeting from the conclusion of this Annual General Meeting until the conclusion of the fifth consecutive Annual General Meeting of the Company to be held in the year 2020 at such remuneration as may be mutually agreed between the Board of Directors / Audit Committee of the Company and in consultation with the Auditors."

SPECIAL BUSINESS:

Item no. 5 – Appointment of Mr. Shyam Gurung as Director

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shyam Gurung (DIN – 06841231) appointed as the Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and being eligible offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his attention to propose the candidature of Mr. Shyam Gurung for the office of Director, be and is hereby appointed as the Director of the Company, liable to retire by rotation with effect from the date of this meeting."

By Order of the Board of Directors
TRINITY TRADELINK LIMITED
(Formerly, Omnitech Petroleum Limited)

Place: Mumbai
Date: 03.09.2015

VIKRANT KAYAN
Managing Director
DIN No. 00761044

Notes:

1. The relative Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in Item Nos. 5 above, is annexed hereto.
2. Additional information pursuant to Clause 49 of the Equity Listing Agreement with the stock exchange in respect of the Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
3. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the Company.** The instrument appointing the proxy should however be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. Decided to Close the Register of Members and share transfer books of the Company from Saturday, 26th September, 2015 to Tuesday, 29th September, 2015 (both days inclusive) for determining the names of the members eligible for dividend on Equity Shares, if declared at the meeting.
7. The necessary Registers and records as required to be maintained as per Companies Act and all documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company during normal business hours on working days up to the date of the AGM.
8. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration.
9. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change in address, change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agents (RTA), M/s Adroit Corporate Services Private Limited, 19/20 Jafferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059.
10. The Company has implemented the "Green Initiative" as per circular No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011, issued by The Ministry of Corporate Affairs (MCA) to enable electronic delivery of Notice/Documents and Annual Reports to the shareholders. Henceforth, the e-mail addresses indicated in your respective Depository Participant Accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered e-mail address for serving Notices/ Documents including those covered under Section 136 of the Companies Act, 2013, (corresponding to Section 219 of the erstwhile Companies Act, 1956). Members holding shares in electronic mode are therefore requested to ensure to keep their e-mail addresses updated with the Depository Participants. Members holding shares in Physical Mode are also requested to update their e-mail addresses by writing to the RTA of the Company quoting their Folio Number(s).
11. Annual Report of the Company circulated to the members of the Company will be made available on the website of the Company at www.trinitytrade.in. The physical copy of the aforesaid documents will also be available at the Registered Office of the Company for inspection during the normal business hours on working days. Members having any query may write to us at info@trinitytrade.in
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent/ the Company.
13. **Voting through electronic means:**
 - In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015, the Company is pleased to provide Members with a facility to exercise their right to vote at the thirtieth Annual General Meeting (AGM) by electronic means and the business may be transacted through electronic voting

(e-Voting) services. The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:

- (A) Members whose shareholding is in the Dematerialization form and whose e-mail address are registered with the Company / Depository Participants will receive an email from NSDL informing your ID and Password:
- (i) Open the PDF file 'TTL e-Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
 - (ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login.
 - (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'
 - (v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits / characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
 - (vi) Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.
 - (vii) Select 'EVEN' of Trinity Tradelink Limited.
 - (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
 - (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
 - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at jainchandanbala@gmail.com with a copy marked to evoting@nsdl.co.in.
 - (xiii) A facility for voting through Poling Paper is made available at the Annual General Meeting venue and the members attending the meeting who have not cast their votes by remote e-voting can exercise their right during the meeting on 29th September, 2015 at 01.30 p.m. till the conclusion of the meeting.
- (B) For Members whose shareholding is in the Dematerialization form and whose E-Mail ids are not registered with the Company / Depository Participants, Members holding shares in physical form as well as those members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:
- (i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

| EVEN (E-Voting Event Number) | User ID | Password |
|------------------------------|---------|----------|
| | | |

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- (iii) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website www.evoting.nsdl.com.
- (iv) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- (v) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 22, 2015.
- (vi) The Companies (Management and Administration) Rules, 2014 provides that the electronic voting period shall be completed prior to the date of AGM. Accordingly, the voting period shall commence at 9.00 a.m. on Saturday, 26th September, 2015 and will end at 5.00 p.m. on Monday, 28th September, 2015. The e-voting module shall be disabled by NSDL at 5.00 p.m. on the same day.



- (vii) Ms. Chandanbala O. Mehta, Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (viii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (ix) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.trinitytrade.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.
- (x) The Facility for voting through poll shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting.
- (xi) The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

By Order of the Board of Directors
TRINITY TRADELINK LIMITED
(Formerly, Omnitech Petroleum Limited)

VIKRANT KAYAN
Managing Director
DIN No. 00761044

Registered Office:

16 & 17, Washington Plaza,
Dispensary Road, Goregaon (W),
Mumbai - 400 062

Date: 03.09.2015

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business under item 5 of the accompanying Notice dated 3rd September, 2015.

ITEM NO. 5

Mr. Shyam Gurung (DIN - 06841231) was appointed as an Additional Director of the Company with effect from May 27, 2015 by the Board of Directors. In terms of Section 161(1) of the Companies, Act 2013, Mr. Shyam holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a notice in writing along with a deposit of Rs. 1,00,000/- under Section 160 of the Act, proposing his candidature for the office of the Director.

A brief profile of Mr. Shyam Gurung is given below:

He has five years of experience in trading, and other related activities. His area of specialization includes Accounts, Finance Management, Business valuation and Corporate Governance. He has strong execution capabilities and is adept at innovation, team building and leadership. His appointment will immensely help the Company in its positive growth.

The Board is of the opinion that the Appointment of Mr. Shyam Gurung, if made will prove beneficial for the development and growth of the Company. The Board recommends the resolution as set out in the Notice for the consideration and approval of the members at the Annual General Meeting.

Except Mr. Shyam Gurung, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors
TRINITY TRADELINK LIMITED
(Formerly, Omnitech Petroleum Limited)

VIKRANT KAYAN
Managing Director
DIN No. 00761044

Registered Office:

16 & 17, Washington Plaza,
Dispensary Road, Goregaon (W)
Mumbai - 400 062

Date: 03.09.2015



**DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE
ANNUAL GENERAL MEETING
(Pursuant to Clause 49 of the Equity Listing Agreement)**

| | | |
|---|--|--|
| Name of the Director | Mr. Vikrant Kayan | Mr. Shyam Gurung |
| Date of Birth | 23/08/1971 | 10/06/1988 |
| DIN | 00761044 | 06841231 |
| Date of Appointment | 28/06/2012 | 27/05/2015 |
| Designation | Managing Director | Additional Director |
| Expertise in specific functional areas | Years of Experience in Trading & Distribution Business | Years of Experience in Trading Business |
| Qualifications | B.Com | B.Com(H) |
| Directorships held in other companies (excluding private, foreign & Section 25 companies) | <ul style="list-style-type: none"> - Agnes Packaging Pvt. Ltd. - Aakooti Barter Pvt. Ltd. - Jobtrack Vyapaar Pvt. Ltd. - Dunhil Trader Pvt. Ltd. - Dunhil Realtors Pvt. Ltd. - Dunhil Healthcare Pvt. Ltd. - V S Hi-Rise Pvt. Ltd. - Alfred Beverages Pvt. Ltd. - Newever Trade Wings Limited | - Adivid India Business Solution Pvt. Ltd. |
| Committee position held in other companies | - Member of Audit Committee of Newever Trade Wings Limited | -- |
| No. of shares held in the Company | 11545500 | -- |

DIRECTORS' REPORT

To,
The Members,
TRINITY TRADELINK LIMITED
(Formerly Omnitech Petroleum Limited)

Your Directors have pleasure in presenting the Thirtieth Annual Report and the audited accounts for the financial year ended 31st March, 2015.

Financial Results

| (In Lacs) | | |
|---|----------------------|----------------------|
| Particulars | Year Ended 2014-2015 | Year Ended 2013-2014 |
| Net Income from operations/sales | 15064.76 | 11762.19 |
| Total Expenditure | 15044.04 | 11692.77 |
| Profit/(Loss) before Income Tax | 20.72 | 69.42 |
| Tax Expenses | 6.84 | 3.95 |
| Net Profit/(Loss) for the year | 13.88 | 65.47 |
| Profit / (Loss) Brought forward | 16.92 | (49.09) |
| Profit /(Loss) carried to Balance Sheet | 30.80 | 16.92 |
| Less: Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life | 0.27 | -- |
| The Directors recommend payment of Dividend at the rate of Re.0.003 per equity share (previous year Re.0.002 per equity share) on 26,25,58,050 equity shares (previous year 26,25,58,050 equity shares) of Re. 1/- each which will absorb | 7.88 | 5.25 |
| Tax on proposed Dividend | 1.58 | 0.89 |
| Leaving a balance to be carried forward | 21.07 | 16.92 |

Review of Performance

During the year the Company's Profit after tax amounts to Rs.13.88 Lacs as compared to the last year profit of Rs. 65.47 Lacs. Barring unforeseen circumstances, your Directors expect to achieve good results in the coming year.

Change in the nature of business

There has been no change in the operational activities of the Company during the year under review.

Transfer to Reserves

During the year under review, there is no transfer to reserves.

Dividend

Your Directors have pleasure in recommending for approval of the members at the Annual General Meeting a dividend of 0.3% (Re.0.003 per equity share of Re. 1/-). The dividend of 0.3% if approved at the forthcoming Annual General Meeting, will result in the outflow of Rs. 7.88 lacs to the Company in addition to Rs. 1.58 lacs by way of dividend distribution tax.

Sub Division of Equity Shares

The Board of Directors of the Company at its meeting held on 13th March, 2014 approved a proposal to sub-divide the face value of equity shares of the Company from Rs. 10 to Re. 1 per share. The Company received shareholders approval through Postal Ballot for sub-division of shares on 22nd April, 2014 and the Record Date for the same was 26th May, 2014.

The paid up equity share capital of the Company as on 31st March, 2015 was Rs. 2625.5805 Lacs. The Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

Finance

Cash and cash equivalents as at March 31, 2015 was Rs. 56.31 lacs. The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.